



COMBINED SHAREHOLDERS' MEETING



CONVENING NOTICE



**12 MAY 2022
AT 10:00 AM**

**SALLE PLEYEL
252 RUE DU FAUBOURG
SAINT-HONORÉ
75008 PARIS**



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“It is my pleasure to invite you to the EDF Combined Shareholders' Meeting which will be held on Thursday 12 May 2022 at 10:00 am in Salle Pleyel in Paris.”

CHAIRMAN'S INVITATION

DEAR MADAM, DEAR SIR, DEAR SHAREHOLDER,

The EDF Combined Shareholders' Meeting will take place at 10:00 am on Thursday 12 May 2022 in Salle Pleyel in Paris.

This privileged moment of exchange between EDF and its shareholders will be for me the opportunity to present the major challenges that EDF must meet in this year 2022. Presented on 18 February 2022, the action plan aiming to support the EDF group growth strategy has started being deployed successfully. The capital increase of more than 3.150 billion euros which has just been finalized constitutes an important step to reinforce EDF financial flexibility, and enable pursuing its CAP 2030 strategy.

During this Shareholders' Meeting, you will be asked to vote on the draft resolutions listed on the agenda but also to issue an opinion on the EDF group's climate transition plan, which aims to contribute to carbon neutrality achievement by 2050 and thus fight climate change.

I sincerely hope that you can take part personally in this Shareholders' Meeting. If you cannot attend, you have the possibility to vote via the internet or by post or choose a proxy to vote on your behalf, which can be a person or company of your choice. You may also authorize me, as a Chairman of the Shareholders' Meeting, to vote on your behalf.

I would like to thank you for your trust and your loyalty.

Jean-Bernard LÉVY
Chairman and CEO

OVERVIEW OF THE GROUP'S ACTIVITY

2021 Overview

In 2021, EDF met its commercial, operational, and financial objectives. All financial targets were met. The Group's EBITDA showed significant growth compared to 2020 and 2019 and even reached its best level since 2015. The disposal and cost reduction plans were executed a year ahead of schedule. However, the difficulties encountered at the start of 2022 have led EDF to put in place an action plan which aims to pursue its CAP 2030 strategy for the energy transition, and which is in line with France's industrial and climate objectives by 2030 and 2050.

Highlights

In nuclear, the year was exceptional in several respects: inclusion of Nuclear power in European Taxonomy¹; for Existing nuclear and "Grand Carénage": five fourth 10-year inspections completed and two in progress, extension of the 1,300MW French nuclear fleet depreciation period to 50 years; for Flamanville 3: update of the fuel loading target from end-2022 to Q2 2023 and construction costs from €12.4bn to €12.7bn²; for Sizewell C: draft law introduced by the UK government on

a funding scheme (Regulated Asset Base) of new nuclear projects; and signature of an exclusive agreement with GE to acquire part of the GE Steam Power's nuclear activities³, excluding the American continent.

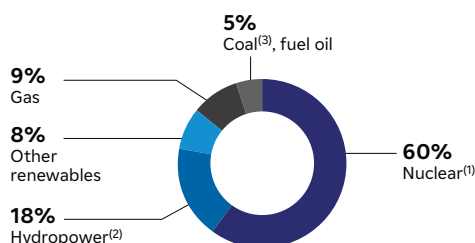
For wind and solar renewables, the acceleration continues: increased production: 20.9TWh, +8.3% vs end 2020; acceleration in commissioning: 3.1GW gross (vs 2.5GW in 2020); installed capacity growth: 12GW net at end-2021 (+13% vs end-2020); substantial capacity under construction: 7.9GW gross at end-2021; projects pipeline: ~ 76GW (+27% vs end-2020).

With regard to customers and services, the dynamic to conquer market shares is bringing results: 1.4 million residential electricity customers with market offers in France, up 40% vs end 2020 and consistent with the 3 million target in 2023; strong growth in electric mobility: close to 200,000 charging points installed and managed at end-2021, mainly via Pod Point, leader in home charging in the UK with over 150,000 charging points; Dalkia Electrotechnics/Citelum: winner of a 10-year public lighting contract for the city of Paris.

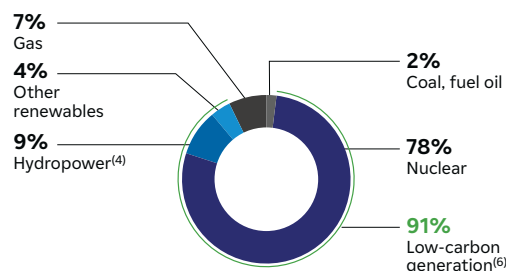
1. According to the complementary delegated act of 02/02/2022 subject to definitive adoption in 2022.
2. See 12 January 2022 press release "Update on the Flamanville EPR". Cost in 2015 euros and excluding interest during the construction period.
3. See 10 February 2022 press release "EDF Signs an Exclusive Agreement to Acquire Part of GE Steam Power's Nuclear Activities".

Consolidated Group's data at 31 December 2021

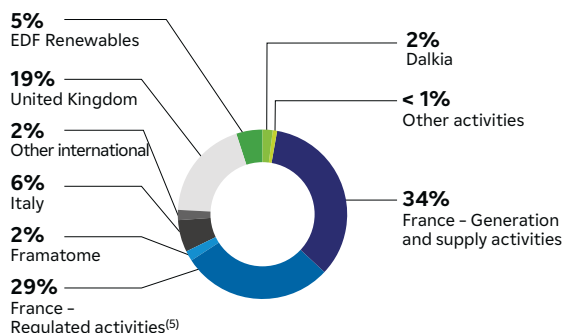
INSTALLED GENERATION CAPACITY: 117.3 GW



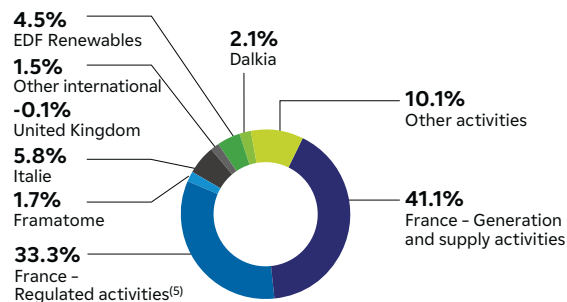
ELECTRICITY OUTPUT: 523.7 TWh



NET TOTAL INVESTMENTS: €15.7bn including acquisitions, excluding disposal plan



EBITDA: €18bn



- (1) Taking into consideration the shutdown of Dungeness B nuclear power plant in the UK and the disposal of CENG.
- (2) Including sea energy: 0.24GW.
- (3) Taking into consideration the shutdown of Le Havre coal power plant and the units 3 and 4 of the West Burton A plant in the UK.
- (4) Taking into consideration the tidal energy and pumped volumes.
- (5) Regulated activities: Enedis, ÉS and island activities; Enedis, an independent EDF subsidiary as defined in the French energy Code.
- (6) Direct output-related CO₂ emissions, excluding life-cycle analysis (LCA) of fuel and production means.

Enedis successfully deployed the Linky smart meters: final programme target achieved in terms of time, costs and performance.

In Italy, strategic repositioning of Edison: reorganisation of the renewable assets¹ and refocus on core businesses.

International: construction of the Nachtigal hydro powerplant (420MW) in Cameroon: progress on civil engineering and electro-mechanical works (more than half completed). Industrial commissioning planned for 2024.

Environmental & social achievements and targets carbon intensity: 48 gCO₂/kWh in 2021 vs. 51 gCO₂/kWh in 2020, level around 5x lower than the European average for utilities; gender equality: Women accounted for 29.8% of management committee members at Group's entities in 2021 vs 28.7% in 2020, in line with the Group's targets.

Outlook and Action plan

The French President made announcements on 10 February 2022 in Belfort that relate to EDF:

- Support to the French nuclear sector with the launch of a construction program of 6 EPR2 reactors and potentially 8 more, extended operations for all reactors, except for safety issues, development of the French SMR programmes, including €500 million for NUWARDTM.
- Acceleration in renewable energy development (solar, offshore and onshore wind and hydro).
- Confirmation of the growing role of low-carbon electricity in France's climate ambition, in a context of reduction in energy consumption.

To sustain these ambitions, **EDF has drawn up an action plan to support the Group's growth**, which is based on a balanced mix between nuclear and renewables energies, develops energy efficiency services and provides its customers with even more innovation. In order to finance this strategy, EDF:

- Carried out a capital increase with maintenance of preferential subscription rights. Announced on 18 March 2022, this capital increase for an amount of more than 3.150 billion euros was successfully finalised². The State has subscribed to the Rights Issue pro rata its 83.88% stake, in accordance with its commitment³.
- Proposed an option to receive a scrip dividend⁴ for fiscal years 2022 and 2023. The French State, EDF's largest shareholder, has renewed its commitment to receive its dividends in shares for the 2022 and 2023 financial years³.
- Will carry out additional disposals of around €3 billion⁵ over 2022 - 2024.

Operational performance

Nuclear output in France reached 360.7TWh, up 25.3TWh year on year. This change is mainly driven by an improved availability of the fleet and lower modulation volumes, after 2020, impacted by the health crisis; despite the lack of 2021 production from the two Fessenheim reactors, which closed in first-half 2020.

Hydro output in France totalled 41.8TWh⁶, down 2.9TWh compared with 2020.

In the United Kingdom, nuclear output was 41.7TWh, down 4.0TWh compare to 2020. This downturn resulted notably from more planned outages in 2021 than in 2020 and from the three-month extension of the Sizewell B outage. The Dungeness plant was closed definitively in June 2021 and the two Hunterston B reactors shut down permanently on 26 November 2021 and 7 January 2022 respectively.

In Belgium, the improved availability of thermal plants helped to increase the services provided to the electric system. Hydro generation benefited from extremely favourable conditions in 2021.

EDF Renewables output amounted to 17TWh (+1.6TWh), up 10.5% in organic terms, thanks to the commissioning of new capacity.

Disposal and cost savings plans achieved one year ahead of schedule

To offset the impacts of the health crisis on the Group's financial situation, cost savings and disposal plans were launched mid-2020 with a view to reducing operating expenses⁷ by €500 million between 2019 and 2022 and generating approximately €3 billion in disposals⁸ between 2020 and 2022. At end-2021, €545 million in cost savings were achieved. Asset disposals signed or completed at 31 December 2021 had a favourable effect of around €3 billion on net debt and around €3.7 billion on the Group's economic debt⁹.

These disposals are consistent with the Group strategy and have helped to refocus on core businesses and to withdraw from carbonised activities (mainly the sales of the E&P business and of the IDG gas distribution network).

Both plans have exceeded their targets one year ahead of schedule.

1. Purchase of remaining shares of the E2i holding company and investment by a new financial partner. Edison retains control over the new platform.

2. See 5 April 2022 press release "EDF announces the success of its share capital increase for an amount of more than 3.150 billion euros with preferential subscription rights"

3. See 18 February 2022 and 18 March 2022 press releases of the French Ministry for Economy, Finance and Recovery.

4. Target payout ratio of net income excluding non-recurring items (adjusted for the remuneration of hybrid bonds accounted for in equity) for 2022 and 2023 of 45-50%.

5. Signed or completed disposals: impact on the Group's economic debt reduction (S&P definition).

6. Hydro output excluding French island activities before deduction of the consumption of pumped volumes. After deduction of combined pumped-storage hydropower volumes, hydropower output stood at 35.9TWh in 2021 (38.5TWh in 2020).

7. Sum of personnel expenses and other external expenses. At constant scope, accounting standards, exchange and pensions discount rates, and excluding inflation. Excluding sales costs of energy service activities and nuclear engineering services of Framatome and in particular projects such as Jaitapur.

8. Signed or completed disposals: impact on Group's economic debt (Standard and Poor's definition).

9. Net economic debt according to Standard and Poor's definition.

2021 Key figures

| (in millions of euros) | 2020 | 2021 | Change (%) | Organic change (%) |
|--|------------|------------|------------|--------------------|
| Sales | 69,031 | 84,461 | 22.4 | 21.6 |
| EBITDA | 16,174 | 18,005 | 11.3 | 11.3 |
| EBIT | 3,875 | 5,225 | 34.8 | |
| Net income – Group share | 650 | 5,113 | ~ x8 | |
| Net income excl. non-recurring items | 1,969 | 4,717 | x2.4 | |
| | 31/12/2020 | 31/12/2021 | | |
| Net financial debt ⁽¹⁾ (in billions of euros) | 42.3 | 43.0 | | |
| Net financial debt/EBITDA | 2.61x | 2.39x | | |

(1) Net financial debt is not determined by accounting standards and is not directly visible in the Group's consolidated balance sheet. It corresponds to loans and financial debt less cash and cash equivalents as well as liquid assets. Liquid assets are financial assets made up of funds or securities with an initial maturity of more than three months, easily convertible into cash, and managed under the framework of a liquidity target.

Organic growth in **EBITDA** of 11.3% between 2020 and 2021 is mainly related to an increase in nuclear output in France. This trend was also driven by the extremely positive performance in the trading business, by the significant improvements in Italy and in the French regulated activities, and by the reduction in production tax. However, outages and extended outages of nuclear reactors at the end of the year in France required the purchase of volumes on the market against a backdrop of a sharp rise in electricity prices. This had a strongly unfavourable impact. The United Kingdom was negatively impacted by the decrease in nuclear output and the sharp decline in realised nuclear prices stemming from substantial buybacks at high market prices.

The **financial result** totalled €360 million in 2021, up €2,942 million relative to 2020. This change is owing to several factors:

- a strong performance by dedicated assets, up €1,521 million vs 2020
- the decrease in discount expenses charges of €1,063 million, largely owing to a lesser decline in the net discount rate for nuclear provisions in France between 2021 and 2020 than between 2020 and 2019
- a €151 million decline in the cost of gross financial indebtedness, attributable to refinancing operations in an environment of low interest rates.

Restated for non-recurring items, the **recurring financial loss** came out at -€2,437 million compared with -€3,705 million in 2020. In particular, the change in fair value of the dedicated assets portfolio is not included in the calculation of net income excluding non-recurring items.

Net income excluding non-recurring items amounted to €4,717 million at end-2021, up €2,748 million compared with end-2020. This change mainly reflects growth in EBITDA and that of the recurring financial loss in addition to less amortisation, linked to the extended depreciation period for 1,300MW plants.

Net income - Group share amounted to €5,113 million at end-2021, up €4,463 million. Apart from the considerable increase in net income excluding non-recurring items, the change includes the following after-tax items:

- the change in fair value of financial instruments for €1,152 million
- income of €362 million corresponding to a payment as part of an agreement signed between EDF and Areva on 29 June 2021
- additional costs relating to repair work on the main secondary circuit welds at the Flamanville 3 EPR, totalling -€410 million, or an additional charge of -€140 million compared to 2020
- costs related to the planned closure of Dungeness B, amounting to -€366 million. The latter includes the loss of value of the plant and the depreciation of fuel inventories and spare parts as well as the provisioning of penalties due under the capacity mechanism.

Cash flow and net financial debt

Group cash flow stood at -€1,525 million at the end of 2021, a significant improvement on 2020, when it came out at -€2,660 million¹. This trend mainly resulted from the strong growth in EBITDA and the amount of asset disposals completed in 2021, for a total €2,847 million.

Conversely, the **working capital requirement (WCR)** deteriorated by €1,526 million in 2021. The change in the WCR is mainly attributable to the deterioration in the WCR of the optimisation/trading activity and the increase in trade payables in an environment of high prices.

Net investments amounted to €15,725 million, an increase of €1,580 million versus 2020, a year marked by the health crisis.

Cash flow from operations² amounted to -€213 million, down €874 million compared with 2020.

1. Restated data: 2020 pro forma data includes the reclassification of Linky and HPC investments as net investments, and a reclassification between "Disbursed financial expenses" of +€79 million "Other non-monetary changes" of -€49 million and "Dedicated assets" of -€30 million.

2. Cash flow generated by operations is not an aggregate defined by IFRS as a measure of financial performance, and is not directly comparable with indicators of the same name reported by other companies. This indicator, also known as Funds from Operations ("FFO"), incorporates net cash flow from operations, change in WCR after adjustment where relevant for the impact of non-recurring effects, net investments (excluding 2020-2021 disposals, Hinkley Point C and Linky), as well as other items including dividends received from associates and joint ventures.

Net debt was limited to €43.0 billion on a strong performance in terms of cash EBITDA (+€17.1 billion), completed disposals (+€2.8 billion) and a social hybrid bond issue (+€1.2 billion).

2021 Dividend: €0.58 per share

The EDF Board of Directors meeting on 17 February 2022 decided to propose to the General Meeting of Shareholders due to be convened to approve the accounts for the year ending 31 December 2021 on 12 May 2022 the payment of a dividend of €0.58 per share in respect of 2021, corresponding to a 45% pay-out rate of current net profit¹.

Taking account of the interim dividend of €0.30 per share paid in December 2021, the balance of the dividend to be paid in respect of 2021 is €0.28 per share for shares with the ordinary dividend and €0.338 per share for shares with the bonus dividend.

The EDF Board of Directors meeting of 17 February 2022 set the terms for settlement of the balance of the dividend for 2021 that shareholders will be asked to approve at the General Meeting:

- detachment of dividends (ordinary and bonus) on 18 May 2022;
- exercise period for the option for payment in new shares from 20 May to 7 June 2022 inclusive²;

- dividend balance payment and settlement and delivery of shares on 13 June 2022.

Unless they have opted for payment in new shares between 20 May and 7 June 2022 inclusive², shareholders will receive the balance of their dividend in cash on the date of its payment, namely 13 June 2022. The French State has committed to opt for a scrip dividend payment for 2021 fiscal year³.

EBITDA 2022

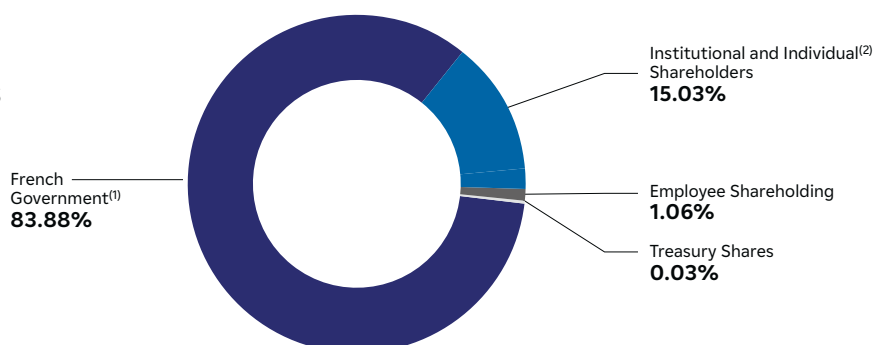
EDF draws attention to the 2022 EBITDA. Starting from the 2021 actual of €18bn, this figure will include: around €6bn improvement due to price effects, around -€10.2bn related to exceptional regulatory measures⁴, around -€16bn linked to nuclear output reduction, and other effects related to the Group's performance.

The estimate related to nuclear output, which is highly sensitive to market prices, is presented for illustrative purposes⁵ and is based on information that the Group has currently available.

Shareholding structure

At 7 April 2022

→ Total number of shares
3,736,934,708



(1) Including Epic Bpifrance.
(2) Excluding employees.

EDF share profile

IDENTITY CARD

| | |
|--------------------------|---|
| ISIN code of negotiation | FR0010242511 |
| Listing location | Euronext Paris |
| Indices | CAC Next 20, Euro STOXX Utilities, STOXX Europe 600 Utilities, Euronext 100 |

- **FR0010242511:** code of negotiation
- **FR0011635515:** securities which already benefit from the loyalty bonus
- **FR0014000R76:** securities which will benefit from the loyalty bonus in 2023
- **FR00140071T2:** securities which will benefit from the loyalty bonus in 2024

1. Adjusted for the remuneration of hybrid bonds booked as equity.
2. Subsequent to regulatory changes and the harmonisation of European standards on the payment process for optional dividends, the date of the end of the option period may vary from one financial intermediary to the next. For pure registered shareholders, BNP Paribas Securities Services, as the institution in charge of the securities service of the EDF company, has set this date at 3 June 2022 at the latest in order to supervise and centralise the responses of pure registered shareholders.
3. See 18 February 2022 press release of the French Ministry for Economy, Finance and Recovery.
4. See 14 March 2022 press release "Publication of the decree and orders relating to the additional allocation of 20 TWh of ARENH volumes for 2022: update of the impact on the 2022 EBITDA outlook".
5. Based on the assumption of forward prices at 11 March 2022.

COMPOSITION OF THE BOARD OF DIRECTORS AT 1 MARCH 2022

Directors appointed by the Shareholders' Meeting



**Jean-Bernard
LÉVY¹**
Chairman and CEO
of EDF



**Nathalie
COLLIN³**
Deputy Managing
Director and Managing
Director of the
Consumer and
Digital Division of
La Poste Group



**Bruno
CREMEL²**
General Partner
and Deputy Chief
Executive Officer of
Partech Partners



**Véronique
BÉDAGUE-HAMILIUS²**
Chief Executive Officer
of the Nexity Group



**François
DELATTRE³**
Secretary General
of the Ministry
for Europe and
Foreign Affairs



**Gilles
DENOYEL²**
Chairman of the Board
of Directors of Dexia



**Colette
LEWINER³**
Professional Director



**Claire
PEDINI²**
Senior Vice-President,
in charge of Human
Resources and Digital
Transformation for
Saint-Gobain



**Philippe
PETITCOLIN²**
Corporate Director



**Marie-Christine
LEPETIT³**
Head of Inspectorate
General of Finance
reporting to the
Ministry for Economy,
Finance and the
Recovery



**Michèle
ROUSSEAU³**
Chairman of the Board
of Directors of the
*Bureau de Recherches
Géologiques et Minières
(BRGM)*



**59.8
years**

AVERAGE AGE

41.7%

OF INDEPENDENT
directors⁶

14

BOARD MEETINGS

95.2%

ATTENDANCE
RATE

Directors elected by the employees



**Claire
BORDENAVE⁴**
Sponsored by CGT



**Karine
GRANGER⁴**
Sponsored by CGT



**Sandrine
LHENRY⁴**
Sponsored by FO



**Martin
VIAL⁵**
Commissioner of the French State
Shareholding Agency



**Jean-Paul
RIGNAC⁴**
Sponsored by CGT



**Vincent
RODET⁴**
Sponsored by CFDT



**Christian
TAXIL⁴**
Sponsored by CFE-CGC



French State representative appointed by Decree

- Committee Member
- C Committee Chairman
- Audit Committee
- Strategy Committee
- Appointments, Remuneration & Governance Committee
- Nuclear Commitments Monitoring Committee
- Corporate Responsibility Committee
- ▲ Independent Director in accordance with criteria stated by the AFEP-MEDEF code

1. Jean-Bernard Lévy's term of office as Chairman and CEO will end in March 2023. His term of office as a Director will expire at the Shareholders' Meeting called to approve the financial statements for the 2022 fiscal year.
2. Directors whose term of office will expire at the Shareholders' Meeting called to approve the financial statements for the 2022 fiscal year.
3. Directors whose term of office will expire at the Shareholders' Meeting called to approve the financial statements for the 2024 fiscal year.
4. The term of office of the Directors elected by the employees will expire on 22/11/2023.
5. The term of office of the Director - Representative of the French State will expire on 20/11/2022.
6. Excluding Directors elected by the employees.



CANDIDATE WHOSE NOMINATION AS A DIRECTOR IS SUBMITTED TO THE APPROVAL OF THE SHAREHOLDER'S MEETING

The Shareholders' Meeting is called upon to appoint Mrs GENY-STEPHANN, in order to replace Mrs BEDAGUE-HAMILIUS that has announced her decision to resign from her position as director with effect at the end of the General Meeting of the 12 of May 2022. For further information, please refer the resolutions on pages 22 and 23 of the Report of the Board of Directors on the draft resolutions.

Madam GENY-STEPHANN



Engineer from *l'École Polytechnique* and *l'École Nationale des Ponts et Chaussées* and a graduate of the MBA of the *Collège des ingénieurs*, Delphine GENY-STEPHANN started her career in 1994 at the Treasury Department of the Ministry for the Economy & Finance. In 1999, she joins the French

State Shareholdings Agency and sits on the board of directors of several public companies. She joins in 2005 the High performance material Department of Saint-Gobain where she holds consecutively the positions of Development Managing Director, Financial Director of the Ceramics activity and Group External Venturing Director. In 2014, she becomes Managing Director of Planning and Strategy for

Compagnie de Saint-Gobain, member of the General Management Committee of the Group, before becoming Chief Executive Officer of the Silicon Carbide and Quartz activity. In November 2017, she is appointed Secretary of State to the Minister of the Economy and Finance, position that she holds until October 2018. Delphine GENY-STEPHANN is a consultant since 2019. She is also member of the Boards of directors of Thales (France) and Eagle Genomics Ltd (UK), member of the Steering Committee of GENEIO Partenaires SAS and member of the Supervisory Committee of the Holding *d'infrastructures des métiers de l'environnement* SAS (controlling the Saur Group).

CORPORATE GOVERNANCE

EDF adheres to the AFEP-MEDEF Corporate Governance Code, subject to the applicable specific laws and regulations.

Board of Directors

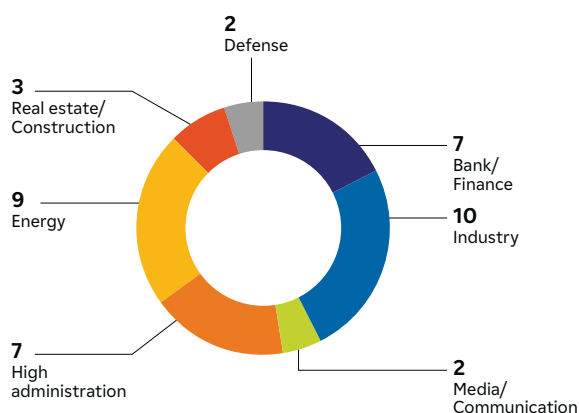
EDF is administrated by a Board of Directors consisting of 3 to 18 members in accordance with the provisions of the French Ordinance No. 2014-948 of 20 August 2014.

As of 31 December 2021, it was composed of 18 members: 11 Directors appointed by the Shareholders' Meeting, 5 of which are proposed by the French State, 1 Representative of the French State and 6 Directors elected by employees. EDF's Board of Directors includes 41.7% of independent Directors, excluding Directors elected by the employees. It includes 50% of women if excluding Directors elected by the employees and if considering the whole Board.

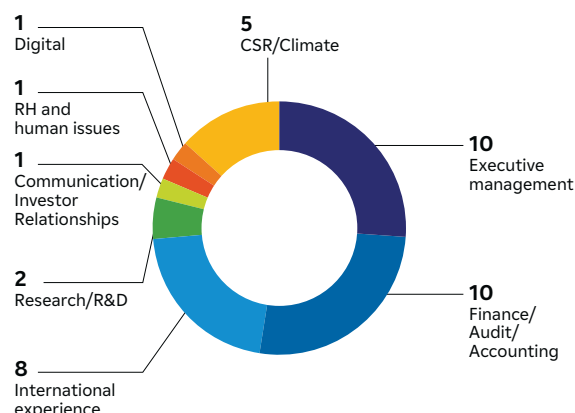
In accordance with the AFEP-MEDEF Corporate Governance Code and the French Commercial Code, the Board periodically reviews and questions the balance in its membership, particularly in terms of diversity, skills and percentage of independent directors, in the light of diversity policy that the Board has defined for its members.

The tables below present the mapping of the business skills in specific sectors or functions of all members of the Board of Directors

SECTOR EXPERTISE BY TYPE OF SKILL



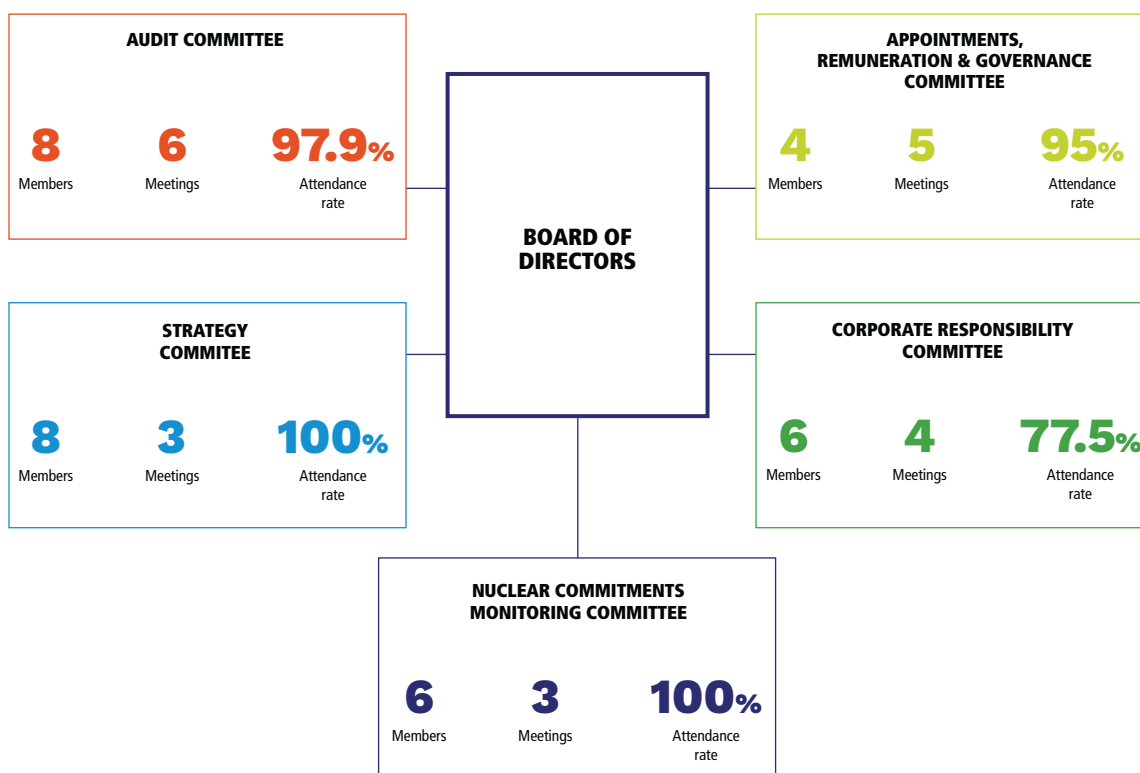
FUNCTIONAL EXPERTISE BY TYPE OF SKILL



The Chairman of the Board of Directors assumes the executive management of the Company and holds the title of Chairman and Chief Executive Officer. He is appointed by decree of the President of the French Republic, on recommendation from the Board, after the opinion of the competent commissions of the French National Assembly and Senate. Following the completion of this process, the mandate of Mr. Jean-Bernard Lévy was renewed by a decree of 22 May 2019.

In accordance with the law, the Board of Directors determines the orientations of the Company's activities and oversees their implementation acting in its corporate purpose, while taking into

consideration the social and environmental issues of its activities as well as its « raison d'être » adopted in 2020, whose roll-out throughout the Group is monitored by the Board. It defines the major strategic, economic, financial or technological orientations for the Company and the Group. It examines in particular the risks and opportunities relating to climate change and their impact on the Group's strategy and its activities and assets. Subject the power expressly granted to the Shareholders' Meeting and within the limits of the corporate purpose, it may deal with any issues concerning the proper running of the Company and through its deliberations settles any business related to the Company.



Committees of the Board

In order to carry out its duties, the Board of Directors has set up five Committees in charge of reviewing and preparing certain projects prior to their submission to the full Board. The membership, functioning and duties of the Committees are governed by the internal Rules of Procedure of the Board of Directors. They are composed of at least 3 Directors, selected by the Board which appoints the Chairman of each Committee. Committees include at least one Director representing the employees.

Audit committee

In accordance with Article L. 823-19 of the French Commercial Code, this Committee is particularly entrusted with monitoring the process to prepare financial information, monitoring the effectiveness of the internal control, risk management and internal audit systems, regarding procedures relating to the preparation and processing of accounting and financial information, as well as the performance of the duties of the Auditors. In this context, it examines and provides opinions to the Board of EDF regarding the financial position of the Company, the medium term and the budget, the statutory and consolidated annual and half-yearly financial statements and related financial reports, the monitoring of risks and internal control, the audit, the monitoring of the Statutory Auditors, the financial aspects of material external growth or divestment transactions, the policies in terms of insurance, energy market risks and risk of bankruptcy of the Group's counterparties and social and environmental risks. In conjunction with the Corporate Responsibility Committee, it ensures the existence of internal control and risk management processes in terms of ethics, compliance, and corporate responsibility.

Nuclear commitments monitoring committee

This Committee's tasks are to monitor evolutions in nuclear provisions, issue an opinion on governance of dedicated assets and on rules for asset-liability management and strategic allocation, as well as to ensure the compliance of the management of the assets constituted by the Company in accordance with the policy relating to dedicated assets' constitution, management and control of financial risks. It receives the opinion of the Nuclear Liabilities Assessment Control Function (FCECN), an independent function of control responsible in particular for issuing an opinion on the assessment of nuclear liabilities and their provisional timetable, the consistency of the methods and data concerning the assessment of nuclear liabilities and the policy regarding securing of the financing of these liabilities established by the decree n°2020-830 of the 1st of July 2020. The Committee also relies on the works of the Nuclear Commitments Financial Expertise Committee which is composed of independent experts appointed by the Board.

Strategy committee

This Committee advises the Board on EDF's major strategic orientations, specifically the corporate strategic plan presenting the actions to be implemented in order to comply with the objectives of the multi-year

energy plan (*Programmation pluriannuelle de l'énergie*), the public service contract, strategic agreements, alliances and partnerships, as well as research and development policy..

Corporate responsibility committee

This Committee examines, in connection with the Group's strategy, the Group's commitments and policies, as well as their implementation, in terms of ethics, compliance, and corporate responsibility. It examines the way in which the Company takes into account issues relating to climate change. It makes sure, in conjunction with the Audit Committee, of the existence of programs to identify and manage the main risks in these fields. It reviews in particular the information regarding the declaration of extra-financial performance, the annual ethics and compliance report, the EDF mediator's annual report, as well as the annual reports by the French inspector general for nuclear safety and radiation protection and the inspector for hydropower safety. It submits an opinion to the Board on the way in which the Company implements a non-discrimination and diversity policy, particularly in terms of balanced representation of women and men in the management of the Company. The Chairman of the Corporate Responsibility Committee is the Climate point person (*Référent climat*) of the Board of Directors.

Appointments, remuneration and governance committee

In terms of appointments, it submits its proposals to the Board of Directors regarding the appointment of Directors by the Shareholders' Meeting. It proposes to the Board the definition and updating of a diversity policy applicable to Directors and ensures the existence of succession plans in order to anticipate the succession of the Chief Executive Officer and members of the Group's Executive Committee. With regard to remuneration, this Committee gives an opinion on the principles and criteria used to determine the compensation and benefits of all kinds of the Chairman and Chief Executive Officer's within the limits of the cap of €450,000 specified by the Decree No. 2012-915 of 26 July 2012, relating to French State control of the compensation of the executives of public companies. It gives the Board its opinion on the compensation policy of the Group's Directors and Executive Officers referred to in the Article L. 225-37-2 of the French Commercial Code, as well as on the compensation policy of the Company's Executive Committee and top management. In terms of governance, the Committee oversees issues relating to corporate governance and ensures the implementation of the principles and rules outlined in the AFEP-MEDEF Code. Every year, it conducts an annual review of the functioning of the Board and its Committees and every three years supervises the formal evaluation conducted by an independent external consultant. Each year, the Committee examines the individual situations of the Directors according to the independence criteria defined by the AFEP-MEDEF Code and reports its findings to the Board. It examines and gives its opinion on situations of conflicts of interest of which it has become aware or which are reported to it and then reports such situations to the Board.

FINANCIAL DELEGATIONS

The following table presents a summary of the delegations of authority and authorisations to increase or reduce the share capital that were in force on the filing date of the 2021 Universal Registration Document which the Board of Directors was granted by the Combined Shareholders' Meeting of 7 May 2020, and the extent to which they have been used at 15 April 2022:

Status of the authorisations adopted by the Combined Shareholders' Meeting of 7 May 2020

| Securities concerned/type of issue | Term of the authorisation and expiration | Maximum nominal increase in capital (in millions of euros) | Use of authorisations (in euros) |
|--|--|---|--|
| Delegation of authority to the Board to increase the capital with maintenance of the shareholders' preferential subscription right Capital increase all securities | 26 months 7 July 2022 | 365 ⁽¹⁾ | 249,128,980 |
| Delegation of authority to the Board to increase the capital, by way of public offering, with cancellation of the shareholders' preferential subscription right Capital increase all securities | 26 months 7 July 2022 | 290 ⁽¹⁾ | none |
| Delegation of authority to the Board to make offers for private placements⁽²⁾ with cancellation of the shareholders' preferential subscription right Capital increase all securities | 26 months 7 July 2022 | 290 ⁽¹⁾ and 20% of the share capital per year | Issue of 219,579,139 OCEANE bonds ⁽³⁾ |
| Authorisation for the Board to increase the number of securities to be issued in the event of capital increase, with or without preferential subscription rights Capital increase all securities | 26 months 7 July 2022 | 15% the amount of the initial issue ⁽¹⁾ | none |
| Delegation of authority to the Board to increase the capital through the capitalisation of reserves profits, premiums otherwise | 26 months 7 July 2022 | 1,000 | |
| Delegation of authority to the Board to increase the capital consideration for public exchange bid initiated by the Company | 26 months 7 July 2022 | 145 ⁽¹⁾ | none |
| Delegation of authority to the Board to increase the capital to remunerate in-kind contributions⁽⁴⁾ | 26 months 7 July 2022 | 10% the Company's capital up to maximum of 95 ⁽¹⁾ | none |
| Delegation of authority to the Board to increase the share capital in favour of members of savings plans with cancellation of preferential subscription rights in favour of the latter issues reserved for the personnel | 26 months 7 July 2022 | 15 | none |

(1) The nominal aggregate limit the share capital increase of €365 million provided for in the twenty-second resolution submitted the Shareholders' Meeting of 7 May 2020 applies all capital increases the nominal amount of which will be charged in consequence this limit with the exception of capital increases through capitalisation of reserves premiums, profits otherwise and capital increases that are reserved for savings plan members.

(2) Offers governed by Article L. 411-2 II of the French Monetary and Financial Code in that they are exclusively intended for persons who provide investment portfolio management services on behalf of third parties qualified investors restricted circle of investors acting their own behalf.

(3) At the issue date the OCEANEs represent maximum nominal amount of capital increase if all the OCEANEs were converted of approximately €109.8 million.

(4) Article L 22-10-53 of the French Commercial Code.

Status of the authorisations adopted by the Combined Shareholders' Meeting of 6 May 2021

| Securities concerned/type of issue | Term of the authorisation and expiration | Maximum nominal increase in capital (in millions of euros) |
|---|--|---|
| Delegation of authority to the Board to carry out increases of capital reserved for category of beneficiaries, with cancellation of the shareholders' preferential subscription right | 18 months 6 November 2022 | 10 |
| Authorisation for the Board to reduce the capital by cancelling treasury shares | 18 months 6 November 2022 | 10% the capital by 24-month periods |

As of the date of this Universal Registration Document, no use has been made of these authorisations.

Status of the authorisations to be submitted to the Combined Shareholders' Meeting of 12 May 2022 for adoption

| Securities concerned/type of issue | Term of the authorisation and expiration | Maximum nominal increase in capital (in millions of euros) |
|---|--|---|
| Delegation of authority to the Board to increase the capital with maintenance of the shareholders' preferential subscription right | 26 months 12 July 2024 | 935 ⁽¹⁾ |
| Capital increase all securities | | |
| Delegation of authority to the Board to increase the capital, by way of public offering, with cancellation of the shareholders' preferential subscription right | 26 mois 12 juillet 2024 | 375 ⁽¹⁾ |
| Capital increase all securities | | |
| Delegation of authority to the Board to make offers for private placements ⁽²⁾ with cancellation of the shareholders' preferential subscription right | 26 months 12 July 2024 | 375 ⁽¹⁾ and 20% of the share capital per year |
| Capital increase all securities | | |
| Authorisation for the Board to increase the number of securities to be issued in the event of a capital increase, with or without preferential subscription rights | 26 months 12 July 2024 | 15% the amount of the initial issue ⁽¹⁾ |
| Capital increase all securities | | |
| Delegation of authority to the Board to increase the capital through the capitalisation of reserves, profits, premiums otherwise | 26 months 12 July 2024 | 1,000 |
| Delegation of authority to the Board to increase the capital consideration for public exchange bid initiated by the Company | 26 months 12 July 2024 | 185 ⁽¹⁾ |
| Delegation of authority to the Board to increase the capital to remunerate in-kind contributions ⁽³⁾ | 26 months 12 July 2024 | 10% the Company's capital up to a maximum of 115 ⁽¹⁾ |
| Delegation of authority to the Board of Directors to increase the share capital in favour of members of savings plans with cancellation of preferential subscription rights in favour of the latter | 26 months 12 July 2024 | 15 |
| issues reserved for the personnel | | |
| Delegation of authority to the Board to carry out increases of capital reserved for category of beneficiaries, with cancellation of the shareholders' preferential subscription right | 18 months 12 November 2023 | 10 |
| Authorisation for the Board to reduce the capital by cancelling treasury shares | 18 months 12 November 2023 | 10% the capital by 24-month periods |

(1) The nominal aggregate limit the share capital increase of €365 million provided for in the twenty-second resolution submitted the Shareholders' Meeting of 7 May 2020 applies all capital increases the nominal amount of which will be charged in consequence this limit with the exception of capital increases through capitalisation of reserves premiums, profits otherwise and capital increases that reserved for savings plan members.

(2) Offers governed by Article L 411-2 II of the French Monetary and Financial Code in that they are exclusively intended for persons who provide investment portfolio management services on behalf of third parties qualified investors restricted circle of investors acting their own behalf.

(3) Article L 22-10-1953 of the French Commercial Code.

The Company intends to submit to the Board of Directors a capital increase operation restricted to employees and retired members of the DF Group Savings Plan with cancellation of the preferential subscription right in favour of the latter, if market conditions permit, the basis of the resolutions proposed to this Meeting.

MEETING AGENDA

Ordinary resolutions

1. Approval of the annual financial statements for the financial year ended on 31 December 2021
2. Approval of the consolidated financial statements for the financial year ended on 31 December 2021
3. Allocation of the net income for the financial year ended on 31 December 2021 and determination of the dividend amount
- A. *Allocation of the net income for the financial year ended on 31 December 2021 and determination of the dividend amount – Draft resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) “Actions EDF” and reviewed by EDF’s Board of Directors during its meeting held on 11 April 2022 which did not approve it*
4. Payment of interim dividends in shares – Delegation of power granted to the Board of Directors
5. Approval of a related-party agreement – Settlement agreement with Areva and Areva NP
6. Approval of the statutory auditors’ special report on the related-party agreements and commitments
7. Approval of the fixed, variable and exceptional compensation components composing the total remuneration and the benefits of any kind paid or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2021
8. Approval of the information relating to the remuneration of the corporate officers of the Company
9. Approval of the remuneration policy applicable to the Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2022
10. Approval of the remuneration policy applicable to the Board of Directors for the financial year ended on 31 December 2022
11. Approval regarding the fixed annual compensation allocated to the Board of Directors
12. Appointment of a Director
13. Consultative opinion on the Company’s climate transition plan to achieve carbon neutrality by 2050
14. Authorization granted to the Board of Directors to carry out transactions on the Company’s shares

Extraordinary resolutions

Nb: Certain limits provided for in the financial delegations have been calculated on the basis of a share capital taking into account the capital increase announced by the Company on 18 February 2022.

15. Delegation of authority granted to the Board of Directors to issue ordinary shares or securities giving access to the share capital of the Company, with preferential subscription right of the shareholders
16. Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares, or any securities giving access to the Company’s share capital, without shareholders’ preferential subscription right, by way of a public offering – Excluding offerings implemented by way of “a private placement” referred to in Article L.411-2 of the French Monetary and Financial Code
17. Delegation of authority granted to the Board of Directors to issue by way of a public offering referred to in Article L.411-2 of the French Monetary and Financial Code (i.e. by way of “a private placement”), ordinary shares or securities giving access to the share capital of the Company, with no preferential subscription right of the shareholders
18. Authorization granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription right of the shareholders
- B. *Authorization granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with preferential subscription right of the shareholders – Draft resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) “Actions EDF” and reviewed by EDF’s Board of Directors during its meeting held on 11 April 2022 which did not approve it*
19. Delegation of authority granted to the Board of Directors to increase the share capital by capitalizing reserves, profits, premiums or any other sums the capitalization of which would be permitted
20. Delegation of authority granted to the Board of Directors to increase the share capital in the context of a public exchange offer initiated by the Company
21. Delegation of authority granted to the Board of Directors to increase the share capital in consideration for contributions in kind granted to the Company
22. Delegation of authority granted to the Board of Directors to increase the share capital to the benefit of members of savings plan, with removal of the preferential subscription right of the shareholders for the benefit of such members, pursuant to Article L.225-129-6 of the French commercial code
- C. *Delegation of authority granted to the Board of Directors to increase the share capital to the benefit of members of savings plan, with removal of the preferential subscription right of the shareholders for the benefit of such members, pursuant to Article L.225-129-6 of the French commercial code – Draft resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) “Actions EDF” and reviewed by EDF’s Board of Directors during its meeting held on 11 April 2022 which did not approve it*
23. Delegation of authority granted to the Board of Directors to complete capital increases reserved for categories of beneficiaries, with no preferential subscription right of the shareholders
- D. *Delegation of authority granted to the Board of Directors to complete capital increases reserved for categories of beneficiaries, with no preferential subscription right of the shareholders – Draft resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) “Actions EDF” and reviewed by EDF’s Board of Directors during its meeting held on 11 April 2022 which did not approve it*
24. Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares

Ordinary and extraordinary decisions

25. Powers to carry out formalities



REPORT OF THE BOARD OF DIRECTORS AND DRAFT RESOLUTIONS

Dear Madam, Dear Sir,

We have convened a general meeting (the “Shareholders’ Meeting”) of Electricité de France (“EDF” or the “Company”) that you are invited to attend in order to vote on the following twenty-five resolutions:

- fourteen sixteen of them are ordinary resolutions;
- ten of them are extraordinary resolutions;
- the last one relates to powers to carry out formalities.

Furthermore, the Supervisory Board of the Employee Shareholding Fund (FCPE) “Actions EDF” requested the Resolutions A, B, C and D to be added on the Meeting agenda.

In this report, we explain the rationale behind each of these resolutions, as well as the complete resolutions.

The course of business and financial position of the Company during the financial year ended on 31 December 2021 are described in the Company’s 2021 universal registration document.

For more information on EDF’s business, and in particular on the course of business since the beginning of the financial year 2022, please note that you can refer to the financial disclosure and also to the press releases available on the Company’s website.

ORDINARY RESOLUTIONS

Resolutions 1 and 2

Approval of the annual and consolidated financial statements

These two resolutions submit to your approval the Company’s annual financial statements for the financial year ended on 31 December 2021, which show a profit of €1,457,044,687.21 and the EDF group’s consolidated financial statements for the financial year ended on 31 December 2021, as drawn up by the Board of Directors during its meeting held on 17 February 2022.

First resolution: Approval of the annual financial statements for the financial year ended on 31 December 2021

The Shareholders’ Meeting, having reviewed the reports of the Board of Directors as well as the report of the Statutory Auditors on the annual financial statements, approves the annual financial statements for the financial year ended on 31 December 2021, including the balance sheet, the income statement and the appendix, as presented to it, showing a profit of €1,457,044,687.21 and an equity of €38,579,362,959.34. It also approves the transactions reflected in these financial statements or summarized in these reports. Pursuant to Article 223 quater of the French Tax Code, the Shareholders’ Meeting acknowledges that the overall amount of the expenses and costs referred to in the 4th paragraph of Article 39 of the French Tax Code amounts to €2,735,543 for the financial year ended on 31 December 2021 and that the related taxes amount to €777,168 and approves these amounts.

Second resolution: Approval of the consolidated financial statements for the financial year ended on 31 December 2021

The Shareholders’ Meeting, having reviewed the reports of the Board of Directors as well as the report of the Statutory Auditors on the consolidated financial statements, approves the consolidated financial statements for the financial year ended on 31 December 2021, as

presented to it, showing a net profit, Group share, of €5,113 million and an equity, Groupe share, of €50,211 million, including the balance sheet, the consolidated income statement and the appendix. It also approves the transactions reflected in these financial statements or summarized in these reports.

Resolution 3

Approval of the consolidated financial statements for the financial year ended on 31 December 2021

Pursuant to the 3rd resolution, the Board of Directors proposes to the Shareholders’ Meeting to set the ordinary dividend for the financial year ended on 31 December 2021 at €0.58 per share conferring entitlement to the ordinary dividend. A 10% loyalty dividend is allocated to shares registered in nominative form on 31 December 2019 and which will remain so without interruption until the dividend payment date. Consequently, it is proposed to the Shareholders’ Meeting to set the amount of the loyalty dividend at €0.638 per share benefiting from the loyalty dividend.

Given the interim dividend for 2021 already paid in the amount of €0.30 per share, the balance of the ordinary dividend to be distributed in respect of the financial year ending on 31 December 2021 would amount to €0.28 per share entitled to the ordinary dividend and the balance of the loyalty dividend to be distributed in respect of the financial year ending on 31 December 2021 would amount to €0.338 per share entitled to the loyalty dividend.

With an estimated distribution rate of 45% of the Group’s published net income, the dividend proposed to the Shareholders’ Meeting is fully in line with EDF’s policy of remunerating and enhancing the value of its shareholders’ savings over the long term. The coupon will be detached on 18 May 2022 and the dividend will be paid on 13 June 2022.

It is proposed to offer each shareholder the possibility to opt for the payment in new Company’s shares of the balance of the dividend to be distributed in respect of the financial year ending on 31 December 2021.

Third resolution: Allocation of the net income for the financial year ended on 31 December 2021 and determination of the dividend amount

The Shareholders' Meeting having reviewed the report of the Board of Directors as well as the report of the Statutory Auditors on the annual financial statements, taking into account the retained earnings showing a credit of €8,734,094,603.23 and after the allocation to the legal reserve of €6,752,783.10 to increase it up to 10% of the share capital, acknowledges that the distributable profit amounts to €10,184,386,507.34, before the allocation of the interim dividend to be paid on 2 December 2021.

Consequently, the Shareholders' Meeting decides, upon proposal of the Board of Directors, to allocate and distribute the profit for the financial year ended on 31 December 2021 as follows:

| | (in euros) |
|--|--------------------------|
| Profit for the financial year ended on 31 December 2021 | 1,457,044,687.21 |
| Allocation to the legal reserve so that it reaches 10% of the share capital | 6,752,783.10 |
| Retained earnings (before deduction of the 2021 interim dividend) | 8,734,094,603.23 |
| Total distributable profit | 10,184,386,507.34 |
| 2021 Interim dividend of €0.30 per share, to be paid on 2 December 2021 ⁽¹⁾ | 947,074,231.20 |
| Balance of the dividend to be distributed for the financial year ended on 31 December 2021 ⁽²⁾ | 911,333,901.91 |
| Total amount of the dividend paid for the financial year ended on 31 December 2021 (including the loyalty dividend) | 1,858,408,133.11 |
| Balance of the distributable profit allocated to the "Retained Earnings" account | 8,325,978,374.23 |

(1) On the basis of the number of existing shares and conferring entitlement to dividend as at the date of payment of the 2021 interim dividend.

(2) On the basis of the number of shares constituting the share capital on 31 December 2021, i.e. 3,238,676,748 shares, and on the basis of an estimate of 77,662,284 shares conferring entitlement to the loyalty dividend.

The Shareholders' Meeting decides to set the ordinary dividend for the financial year ended on 31 December 2021 at €0.58 per share conferring entitlement to the ordinary dividend.

In accordance with Article 24 of the bylaws, the shares continuously held in registered form by the same shareholder from 31 December 2019 to the payment date of the dividend for the financial year ended on 31 December 2021 shall benefit from a 10% increase in the amount of the dividend attached to them.

As a result, the Shareholders' Meeting decides to set the loyalty dividend at €0.638 per share conferring entitlement to the loyalty dividend.

The number of shares conferring entitlement to such increase held by a single shareholder cannot exceed 0.5% of the share capital.

Given the interim dividend for 2021 paid to existing shares conferring entitlement to dividend on the date of payment of the 2021 interim dividend, the balance of the ordinary dividend to be distributed in respect of the financial year ending on 31 December 2021 amounts to €0.28 per share conferring entitlement to the ordinary dividend, and the balance of the loyalty dividend to be distributed in respect of the financial year ending on 31 December 2021 amounts to €0.338 per share conferring entitlement to the loyalty dividend.

The shares that have been held in registered form for at least two years as at 31 December 2021, and that would cease to be held in registered form before the date of payment of the dividend for the financial year ended on 31 December 2021, would not benefit from the loyalty dividend, but only from the ordinary dividend.

The distributable profit corresponding to the difference would be allocated to the "Retained earnings" account.

In the event of a change, between 31 December 2021 and the ex-dividend date, in the number of shares of the Company carrying dividend rights, the total amount of the dividend would be adjusted accordingly and the amount allocated to "Retained earnings" would then be determined by the Board of Directors on the basis of the dividend actually paid.

Besides, the shares held by the Company on the date on which the ordinary dividend and the loyalty dividend are paid out, as the case may be, would not benefit from such payments. The corresponding distributable profit would be allocated to the "Retained earnings" account.

It is reminded that, on the basis of the current state of law, when a dividend is paid to individuals whose tax residence is located in France, such dividend is subject to a 12.8% FWT, or, at the individual's express and irrevocable option, to the income tax at progressive rates. If an individual chooses the income tax at progressive rates, such tax applies to all the revenues, net gains, profits and receivables falling within the scope of the FWT. The dividend is eligible for the tax rebate provided for by Article 158, 3-2° of the French Tax Code, but this tax rebate is now only applicable if the taxpayer has opted for the taxation at progressive rates. The dividend is also subject to a 17.2% social contributions withholding tax.

Besides, the Shareholders' Meeting, having reviewed the report of the Board of Directors, acknowledges that the share capital is fully paid up and decides, pursuant to the provisions of Article L.232-18 of the French Commercial Code and of Article 25 of the Company's bylaws, to give to each shareholder the possibility to opt for the payment in new shares of the Company of the dividend to be paid for the financial year ended on 31 December 2021.

Each shareholder shall be given the choice between a payment of the dividend in cash or in shares, but such option shall apply to the total amount of the dividend (loyalty or ordinary) to be distributed, to which the shares he or she holds confer entitlement.

In the event that this option is exercised, the new shares, subject to such option, shall be issued at a price equal to 90% of the difference, rounded up to the nearest superior euro cent, between the average of the opening prices of the shares of the Company on the regulated market of Euronext Paris during the twenty trading days preceding the date of the Shareholders' Meeting, and the amount of the dividend to be distributed for the financial year ended on 31 December 2021.

The new ordinary shares allocated in payment shall confer the same rights as the existing shares and carry current dividend rights (jouissance courante), i.e. they shall confer the right to any distribution paid out as from the date of their issuance.

The shareholders shall be entitled to exercise such option between 20 May 2022 and 7 June 2022, inclusive. To exercise such option, shareholders shall address their request to the authorized financial intermediaries, or, between 20 May 2022 and 3 June 2022 for shareholders holding shares in pure registered form, the request shall be addressed to the Company's agent (BNP Paribas Securities Services – Service OST Nominatif – 9, rue du Débarcadère – 93761 Pantin cedex – France). For shareholders who have not exercised their option by 7 June 2022 at the latest, the dividend (loyalty or ordinary, as applicable) shall be entirely paid in cash.

If the amount of the dividend (loyalty or ordinary, as applicable) in respect of which the option is exercised does not correspond to a whole number of shares, the shareholder shall receive the number of shares rounded down to the nearest inferior whole number, and a balancing payment in cash (soulte).

The Shareholders' Meeting decides to set the ex-date for the (loyalty or ordinary, as applicable) dividends on 18 May 2022.



For shareholders to whom/which the dividend (loyalty or ordinary, as applicable) shall be paid in cash, the Shareholders' Meeting decides to set the payment date on 13 June 2021.

For shareholders having opted for payment of the dividend (loyalty or ordinary, as applicable) in shares, the shares shall be delivered on the same date, i.e. on 13 June 2021

The Shareholders' Meeting grants full powers to the Board of Directors, with the ability to subdelegate to the Chairman and Chief Executive Officer under the conditions provided for by law, to ensure the effective payment of the dividend (loyalty or ordinary, as applicable) for the financial year ended on 31 December 2021, and in particular:

- to determine the terms and conditions of such payment's

application and implementation;

- to carry out all the transactions related to or resulting from the exercise of the option;
- in case of a capital increase, to deduct the costs induced by such capital increase from the related share premium, and to deduct from this amount the amounts necessary to increase the legal reserve up to the 10% of the new share capital, to ascertain the number of new shares issued as a result of this resolution and the completion of the capital increase, and to make any useful or necessary amendments to the bylaws with respect to the share capital and the number of shares composing the share capital; and, more generally,
- to take all useful or necessary steps.

The Shareholders' Meeting acknowledges that the dividends distributed for the last three financial years were as follows:

| FINANCIAL YEAR | NUMBER OF SHARES | DIVIDEND PER SHARE ⁽¹⁾ (IN EUROS) | TOTAL DISTRIBUTED DIVIDEND (IN EUROS) | PORTION OF THE DIVIDEND ELIGIBLE FOR THE TAX REBATE ⁽²⁾ |
|----------------|------------------|--|---------------------------------------|--|
| 2018 | 3,010,267,676 | 0.31 ⁽³⁾ | 933,556,364.41 ⁽⁴⁾ | 100% |
| 2019 | 3,050,969,626 | 0.15 ⁽⁵⁾ | 456,888,323.70 ⁽⁶⁾ | 100% |
| 2020 | 3,099,923,579 | 0.21 ⁽⁷⁾ | 652,259,998.76 ⁽⁸⁾ | 100% |

(1) After deduction of the treasury shares.

(2) 40% tax rebate under paragraph 3-2° of Article 158 of the French Tax Code.

(3) Representing an amount of €0.341 per share conferring entitlement to a loyalty dividend.

(4) Including €451,000,397.55 paid on 10 December 2018 for the 2018 interim dividend, all of which was paid in cash. The balance of the 2018 dividend, amounting to €482,555,966.86 paid on 18 June 2019, is composed of €452,021,956.95 paid in new shares and €30,534,009.91 paid in cash.

(5) Cancellation of the loyalty dividend for the financial year ending on 31 December 2019.

(6) Amount paid on 17 December 2019 as an interim dividend for 2019, composed of €429,635,913.60 paid in new shares, €27,252,346.20 paid in cash and a balancing payment of €63.90 in cash. The balance of distributable income for the year ended on 31 December 2019 was allocated to "Retained earnings" by the EDF Shareholders' Meeting of 7 May 2020.

(7) Representing an amount of €0.231 per share conferring entitlement to the loyalty dividend.

(8) Amount paid on 7 June 2021, composed of €616,146,737.92 paid in new shares and a balancing payment of €36,113,260.84 in cash (including soulte).

Resolution A

Resolution proposed by the Supervisory Board of the FCPE "Actions EDF"

Explanatory statement: In the context of the announcements made by the company on 12 February 2022 on the financial outlook for the year 2022 ("attention drawn to EBITDA 2022"), and the update of the EBITDA 2022 outlook communicated on 14 March, the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" considers that the company cannot afford to pay a dividend in 2022 (balance of dividend for the year 2021, possible interim dividend for the year 2022), even if it is in practice accompanied by an option of payment in new shares. This financial situation leads the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" to propose to limit the dividend for financial year 2021 to the amount of the interim dividend paid at the end of 2021, i.e. €0.30 per ordinary share, and €0.33 per share benefiting from the loyalty dividend, with a balance to be paid, limited to shares benefiting from the loyalty dividend, and equal to €0.03 per share.

Resolution A: Allocation of the net income for the financial year ended on 31 December 2021 and determination of the dividend amount - Resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" and reviewed by EDF's Board of Directors during its meeting held on 11 April 2022 which did not approve it

The Shareholders' Meeting having reviewed the report of the Board of Directors as well as the report of the Statutory Auditors on the annual financial statements, taking into account the retained earnings showing a credit of €8,734,094,603.23 and after the allocation to the legal reserve of €6,752,783.10 to increase it up to 10% of the

share capital, acknowledges that the distributable profit amounts to €10,184,386,507.34, before the allocation of the interim dividend to be paid on 2 December 2021.

Consequently, the Shareholders' Meeting decides, upon proposal of the Board of Directors, to allocate and distribute the profit for the financial year ended on 31 December 2021 as follows:

| | (in euros) |
|--|--------------------------|
| Profit for the financial year ended on 31 December 2021 | 1,457,044,687.21 |
| Allocation to the legal reserve so that it reaches 10% of the share capital | 6,752,783.10 |
| Retained earnings (before deduction of the 2021 interim dividend) | 8,734,094,603.23 |
| Total distributable profit | 10,184,386,507.34 |
| 2021 Interim dividend of €0.30 per share, to be paid on 2 December 2021 ⁽¹⁾ | 947,074,231.20 |
| Balance of the dividend to be distributed for the financial year ended on 31 December 2021 ⁽²⁾ | 911,333,901.91 |
| Total amount of the dividend paid for the financial year ended on 31 December 2021 (including the loyalty dividend) | 1,858,408,133.11 |
| Balance of the distributable profit allocated to the "Retained Earnings" account | 8,325,978,374.23 |

(1) On the basis of the number of existing shares and conferring entitlement to dividend as at the date of payment of the 2021 interim dividend.

(2) On the basis of the number of shares constituting the share capital on 31 December 2021, i.e. 3,238,676,748 shares, and on the basis of an estimate of 77,662,284 shares conferring entitlement to the loyalty dividend.

The Shareholders' Meeting decides to set the ordinary dividend for the financial year ended on 31 December 2021 at €0.30 per share conferring entitlement to the ordinary dividend.

In accordance with Article 24 of the bylaws, the shares continuously held in registered form by the same shareholder from 31 December 2019

to the payment date of the dividend for the financial year ended on 31 December 2021 shall benefit from a 10% increase in the amount of the dividend attached to them.

As a result, the Shareholders' Meeting decides to set the loyalty dividend at €0.33 per share conferring entitlement to the loyalty dividend.

The number of shares conferring entitlement to such increase held by a single shareholder cannot exceed 0.5% of the share capital.

Given the interim dividend for 2021 paid to existing shares conferring entitlement to dividend on the date of payment of the 2021 interim dividend, the balance of the ordinary dividend to be distributed in respect of the financial year ending on 31 December 2021 amounts to €0.00 per share conferring entitlement to the ordinary dividend, and the balance of the loyalty dividend to be distributed in respect of the financial year ending on 31 December 2021 amounts to €0.03 per share conferring entitlement to the loyalty dividend.

The shares that have been held in registered form for at least two years as at 31 December 2021, and that would cease to be held in registered form before the date of payment of the dividend for the financial year ended on 31 December 2021, would not benefit from the loyalty dividend, but only from the ordinary dividend.

The distributable profit corresponding to the difference would be allocated to the "Retained earnings" account.

In the event of a change, between 31 December 2021 and the ex-dividend date, in the number of shares of the Company carrying dividend rights, the total amount of the dividend would be adjusted accordingly and the amount allocated to "Retained earnings" would then be determined by the Board of Directors on the basis of the dividend actually paid.

Besides, the shares held by the Company on the date on which the ordinary dividend and the loyalty dividend are paid out, as the case may be, would not benefit from such payments. The corresponding distributable profit would be allocated to the "Retained earnings" account.

It is reminded that, on the basis of the current state of law, when a dividend is paid to individuals whose tax residence is located in France, such dividend is subject to a 12.8% FWT, or, at the individual's express and irrevocable option, to the income tax at progressive rates. If an individual chooses the income tax at progressive rates, such tax applies to all the revenues, net gains, profits and receivables falling within the scope of the FWT. The dividend is eligible for the tax rebate provided for by Article 158, 3-2° of the French Tax Code, but this tax rebate is now only applicable if the taxpayer has opted for the taxation at progressive rates. The dividend is also subject to a 17.2% social contributions withholding tax.

Besides, the Shareholders' Meeting, having reviewed the report of the Board of Directors, acknowledges that the share capital is fully paid up and decides, pursuant to the provisions of Article L.232-18 of the French Commercial Code and of Article 25 of the Company's bylaws, to give to each shareholder the possibility to opt for the payment in new shares of the Company of the dividend to be paid for the financial year ended on 31 December 2021.

Each shareholder shall be given the choice between a payment of the dividend in cash or in shares, but such option shall apply to the total amount of the dividend (loyalty or ordinary) to be distributed, to which the shares he or she holds confer entitlement.

In the event that this option is exercised, the new shares, subject to such option, shall be issued at a price equal to 90% of the difference, rounded up to the nearest superior euro cent, between the average of the opening prices of the shares of the Company on the regulated market of Euronext Paris during the twenty trading days preceding the date of the Shareholders' Meeting, and the amount of the dividend to be distributed for the financial year ended on 31 December 2021.

The new ordinary shares allocated in payment shall confer the same rights as the existing shares and carry current dividend rights (jouissance courante), i.e. they shall confer the right to any distribution paid out as from the date of their issuance.

The shareholders shall be entitled to exercise such option between 20 May 2022 and 7 June 2022, inclusive. To exercise such option, shareholders shall address their request to the authorized financial intermediaries, or, between 20 May 2022 and 3 June 2022 for shareholders holding shares in pure registered form, the request shall be addressed to the Company's agent (BNP Paribas Securities Services – Service OST Nominatif – 9, rue du Débarcadère – 93761 Pantin cedex – France). For shareholders who have not exercised their option by 7 June 2022 at the latest, the dividend (loyalty or ordinary, as applicable) shall be entirely paid in cash.

If the amount of the dividend (loyalty or ordinary, as applicable) in respect of which the option is exercised does not correspond to a whole number of shares, the shareholder may choose to receive the number of shares rounded up to the nearest superior whole number, by paying the difference in cash on the day he or she exercises his or her option, or receive the number of shares rounded down to the nearest inferior whole number, and a balancing payment in cash (soulte).

The Shareholders' Meeting decides to set the ex-date for the (loyalty or ordinary, as applicable) dividends on 18 May 2022.

For shareholders to whom/which the dividend (loyalty or ordinary, as applicable) shall be paid in cash, the Shareholders' Meeting decides to set the payment date on 13 June 2021.

For shareholders having opted for payment of the dividend (loyalty or ordinary, as applicable) in shares, the shares shall be delivered on the same date, i.e. on 13 June 2021

The Shareholders' Meeting grants full powers to the Board of Directors, with the ability to subdelegate to the Chairman and Chief Executive Officer under the conditions provided for by law, to ensure the effective payment of the dividend (loyalty or ordinary, as applicable) for the financial year ended on 31 December 2021, and in particular:

- to determine the terms and conditions of such payment's application and implementation;
- to carry out all the transactions related to or resulting from the exercise of the option;
- in case of a capital increase, to deduct the costs induced by such capital increase from the related share premium, and to deduct from this amount the amounts necessary to increase the legal reserve up to the 10% of the new share capital, to ascertain the number of new shares issued as a result of this resolution and the completion of the capital increase, and to make any useful or necessary amendments to the bylaws with respect to the share capital and the number of shares composing the share capital ; and, more generally,
- to take all useful or necessary steps.



The Shareholders' Meeting acknowledges that the dividends distributed for the last three financial years were as follows:

| FINANCIAL YEAR | NUMBER OF SHARES | DIVIDEND PER SHARE ⁽¹⁾ (IN EUROS) | TOTAL DISTRIBUTED DIVIDEND (IN EUROS) | PORTION OF THE DIVIDEND ELIGIBLE FOR THE TAX REBATE ⁽²⁾ |
|----------------|------------------|--|---------------------------------------|--|
| 2018 | 3,010,267,676 | 0.31 ⁽³⁾ | 933,556,364.41 ⁽⁴⁾ | 100% |
| 2019 | 3,050,969,626 | 0.15 ⁽⁵⁾ | 456,888,323.70 ⁽⁶⁾ | 100% |
| 2020 | 3,099,923,579 | 0.21 ⁽⁷⁾ | 652,259,998.76 ⁽⁸⁾ | 100% |

(1) After deduction of the treasury shares.

(2) 40% tax rebate under paragraph 3-2° of Article 158 of the French Tax Code.

(3) Representing an amount of €0.341 per share conferring entitlement to a loyalty dividend.

(4) Including €451,000,397.55 paid on 10 December 2018 for the 2018 interim dividend, all of which was paid in cash. The balance of the 2018 dividend, amounting to €482,555,966.86 paid on 18 June 2019, is composed of €452,021,956.95 paid in new shares and €30,534,009.91 paid in cash.

(5) Cancellation of the loyalty dividend for the financial year ending on 31 December 2019.

(6) Amount paid on 17 December 2019 as an interim dividend for 2019, composed of €429,635,913.60 paid in new shares, €27,252,346.20 paid in cash and a balancing payment of €63.90 in cash. The balance of distributable income for the year ended on 31 December 2019 was allocated to "Retained earnings" by the EDF Shareholders' Meeting of 7 May 2020.

(7) Representing an amount of €0.231 per share conferring entitlement to the loyalty dividend.

(8) Amount paid on 7 June 2021, composed of €616,146,737.92 paid in new shares and a balancing payment of €36,113,260.84 in cash (including soultle).

Resolution 4

Interim dividends for 2022

It is proposed under this 4th resolution to authorize the Board of Directors, should it decide to pay one or more interim dividend in respect of the financial year 2022, to offer to each shareholder, for all or a portion of each interim dividend, a choice between payment in cash or in shares. The period during which shareholders can opt for this option will be set by the Board of Directors and may not exceed three months.

It is specified that, should the shareholders opt for the payment of the interim dividend in shares, this option would apply to the total amount of the said interim dividend.

If the Board of Directors decides to propose the payment of an interim dividend in shares, the shares would be issued at a minimum price equal to the difference between 90% of the average of the opening prices of the Company's shares on the regulated market of Euronext Paris during the twenty trading days prior to the decision to pay the interim dividend, and the net amount of the interim dividend so allocated, rounded up to the nearest superior euro cent.

Fourth resolution: Payment of interim dividends in shares - Delegation of power granted to the Board of Directors

In accordance with Article 25 of the Company's bylaws and of Articles L.232-12, L.232-13 and L.232-18 et seq. of the French Commercial Code, the Shareholders' Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors, should it decide to pay one or more interim dividend in respect of the financial year 2022, to offer to each shareholder, for all or a portion of each interim dividend, a choice between a payment in cash or in shares.

If the shareholders opt for the payment of the interim dividend in shares, the shares so subscribed shall be ordinary shares.

Should the shareholder opt for it, this option shall apply to the total amount of the said interim dividend. These shares shall carry current dividend rights, i.e. they shall confer the right to all dividends paid out as from their date of subscription.

The Board of Directors shall set the period of time within which, as from its decision to pay an interim dividend, the shareholders shall be entitled to request the payment of this interim dividend in shares, if such option is offered to them. However, this period of time could not exceed three months.

The minimum issuance price of the new shares shall be equal to the difference between 90% of the average of the opening prices of the Company's shares on the regulated market of Euronext Paris during the twenty trading days prior to the decision to pay the interim

dividend, and the net amount of the interim dividend so allocated, rounded up to the nearest superior euro cent.

If the amount for which the option is exercised does not correspond to a whole number of shares, the shareholder shall receive the number of shares rounded down to the whole number immediately below, and the balancing amount shall be paid in cash.

Full powers are granted to the Board of Directors, with the ability to subdelegate under the conditions provided for by law, to take all steps required for the payment of interim dividends in shares, should it decide to distribute an interim dividend and to pay such dividend in shares; to ascertain the capital increase resulting therefrom; to amend the bylaws accordingly, and, more generally, to take all useful or necessary steps.

Resolutions 5 and 6

Related-party agreements

Under the 5th resolution, it is proposed to the Shareholders' Meeting, having reviewed the special report of the Statutory Auditors to approve the settlement agreement entered into by EDF S.A. with Areva and Areva NP, the purpose of which is, in return for reciprocal commitments and concessions, to put a definitive end to the disputes between the parties relating to the Framatome acquisition contract entered into in 2017 and to their commercial relations prior to this acquisition, which are referred to in the said settlement agreement (the "Agreement").

It is specified that this approval by the Shareholders' Meeting is required because the French State is a common shareholder of the Company and Areva.

The Agreement provides that in consideration of the final settlement of the disputes referred to therein, Areva shall pay the Company a lump sum of €563,000,000 as a settlement indemnity. Thus, the Agreement has enabled the Company to receive the settlement indemnity and to put a definitive end to the disputes covered by the Agreement.

EDF's Board of Directors, during the meeting held on 24 June 2021, authorized the conclusion of the Agreement, pursuant to Article L.225-38 of the French Commercial Code. The representative of the French State, Mr. Martin Vial, member of the Board of Directors, did not take part in the vote, pursuant to the provisions of Article L.225-40 of the French Commercial Code.

Finally, an information notice presenting the main provisions of the Agreement was published on the EDF website on 30 June 2021, pursuant to Article L.22-10-13 of the French Commercial Code.

The French State will not participate in the vote under the 5th resolution proposed to the Shareholders' Meeting.

Under the 6th resolution, it is also proposed to the Shareholders' Meeting to approve the Statutory Auditors' special report on the related-party agreements and commitments as referred to in Articles L.225-38 et seq. of the French Commercial Code, and to acknowledge the information relating to agreements and commitments entered into or undertaken during the previous financial years and the performance of which was continued during the latest financial year, as mentioned in such report. This report is included in Section 7.5 of EDF's 2021 universal registration document.

Besides, it is specified that the related-party agreements that were executed and authorized during previous financial years and the performance of which was continued during the latest financial year, were reviewed by the Board of Directors during the meeting held on 17 February 2022.

Fifth resolution: Approval of a related-party agreement - Settlement agreement with Areva and Areva NP

The Shareholder's Meeting, having reviewed the special report of the Statutory Auditors on related-party agreements governed by Article L.225-38 of the French Commercial Code and resolving on the basis of such report, approves the settlement agreement entered into by EDF S.A. with Areva and Areva NP, the purpose of which is to put a definitive end to the disputes between the parties relating to the Framatome acquisition contract entered into in 2017 and to their commercial relations prior to this acquisition. This agreement was authorized by the Board of Directors on 24 June 2021.

Sixth resolution: Approval of the statutory auditors' special report on the related-party agreements and commitments

The Shareholders' Meeting, having reviewed the special report of the Statutory Auditors on the agreements and commitments governed by Articles L.225-38 et seq. of the French Commercial Code and resolving on this report, approves such report and takes note of the information relating to the agreements and commitments entered into or undertaken during previous financial years and the performance of which was continued during the latest financial year, as mentioned in such report.

Resolutions 7 to 11

Remuneration of the corporate officers

Under the resolutions 7 to 11, it is proposed to the Shareholders' Meeting to approve all the compensation components composing the total remuneration to be paid or granted to the corporate officers of the Company for the current financial year. These components are described in Section 4.6 of EDF's 2021 universal registration document¹.

It is proposed to the Shareholders' Meeting to approve all the compensation components composing the total remuneration and the benefits of any kind to be paid or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2021, as described in the table below.

| COMPONENTS OF THE REMUNERATION | AMOUNTS PAID DURING THE 2021 FINANCIAL YEAR | AMOUNTS ALLOCATED DURING THE 2021 FINANCIAL YEAR |
|---|---|--|
| Fixed remuneration | €450,000 | €450,000 |
| Variable remuneration | none | none |
| Multi-year variable remuneration | none | none |
| Possibility of deferring or repaying the variable remuneration | n.a. | n.a. |
| Exceptional remuneration | none | none |
| Stock-options, performance shares or any other long-term benefits | none | none |
| Remuneration for serving as a Director | n.a. | n.a. |
| All type of benefits | €3,660 | €3,660 |
| Signing allowance | none | none |
| Severance pay or end of service allowance | none | none |
| Non-competition clause | none | none |
| Supplementary pension scheme | none | none |
| Remuneration paid or granted by a company included in the scope of consolidation within the meaning of Article L.233-16 of the French Commercial Code | none | none |

n.a.: not applicable

The compensation of the Chairman and Chief Executive Officer is set at the ceiling provided for by the Decree of 9 August 1953 and does not include a variable portion based on criteria related to the Company's performance.

1. Available on EDF's website.



Under the 8th resolution, the Shareholders' Meeting is asked to approve the remuneration of the Directors in respect of their office for the financial year ending on 31 December 2021, as set out in the tables below:

| DIRECTORS WHOSE TERMS OF OFFICE ARE ONGOING ON 31 DECEMBER 2021 | 2021 FINANCIAL YEAR | | 2020 FINANCIAL YEAR | |
|---|---|---|---|---|
| | REMUNERATION GRANTED FOR THE 2021 FINANCIAL YEAR ⁽¹⁾ | REMUNERATION PAID DURING THE 2021 FINANCIAL YEAR ⁽²⁾ | REMUNERATION GRANTED FOR THE 2020 FINANCIAL YEAR ⁽¹⁾ | REMUNERATION PAID DURING THE 2020 FINANCIAL YEAR ⁽²⁾ |
| Véronique Bédague-Hamilius | 31,436 | 37,857 | 37,857 | 10,761 |
| Nathalie Collin ⁽³⁾ | 19,205 | 0 | n.a. | n.a. |
| Bruno Crémel | 40,149 | 40,000 | 40,000 | 34,628 |
| François Delattre | 35,792 | 35,000 | 35,000 | 28,191 |
| Gilles Denoyel | 41,238 | 40,714 | 40,714 | 34,628 |
| Marie-Christine Lepetit | 46,139 | 44,286 | 44,286 | 45,745 |
| Jean-Bernard Lévy | n.a. | n.a. | n.a. | n.a. |
| Colette Lewiner | 46,139 | 47,143 | 47,143 | 51,011 |
| Claire Pedini | 43,960 | 45,000 | 45,000 | 44,574 |
| Philippe Petitcolin | 39,059 | 33,571 | 33,571 | 28,191 |
| Michèle Rousseau | 39,604 | 38,571 | 38,571 | 37,553 |
| Martin Vial | 40,149 | 39,286 | 39,286 | 39,309 |
| TOTAL (IN EUROS) | 422,870 | 401,428 | 401,428 | 354,591 |

n.a.: not applicable

(1) The remuneration allocated for a fiscal year includes the entirety of the fixed and variable portions due for the financial year.

(2) The payments made during a financial year include 50% of the fixed portion and the entirety of the variable portion for the preceding financial year and 50% of the fixed portion for the current financial year.

(3) Director whose term of office began in financial year 2021.

| DIRECTORS WHOSE TERM OF OFFICE EXPIRED DURING THE 2021 FINANCIAL YEAR | FINANCIAL YEAR 2021 | | FINANCIAL YEAR 2020 | |
|---|---|---|---|---|
| | REMUNERATION GRANTED FOR THE 2021 FINANCIAL YEAR ⁽¹⁾ | REMUNERATION PAID DURING THE 2021 FINANCIAL YEAR ⁽²⁾ | REMUNERATION GRANTED FOR THE 2020 FINANCIAL YEAR ⁽³⁾ | REMUNERATION PAID DURING THE 2020 FINANCIAL YEAR ⁽⁴⁾ |
| Laurence Parisot | 12,924 | 35,505 | 38,571 | 35,213 |
| TOTAL (IN EUROS) | 12,924 | 35,505 | 38,571 | 35,213 |

n.a.: not applicable.

(1) The remuneration allocated in 2021 includes the fixed portion due for the 2021 financial year, determined pro rata to the term of office during the 2021 financial year, and the variable portion due for the 2021 financial year.

(2) The payments made during 2021 financial year include 50% of the fixed portion and the entirety of the variable portion due for 2020 and the fixed portion due for the 2021 financial year, determined pro rata to the term of office during the 2021 financial year.

(3) The remuneration allocated for a financial year includes the entirety of the fixed portion and the variable portion due for the financial year.

(4) The payments made during a financial year include 50% of the fixed portion and the entirety of the variable portion for the preceding financial year and 50% of the fixed portion for the current financial year.

The 9th resolution calls on the Shareholders' Meeting to approve the elements of the remuneration policy of the Chairman and Chief Executive Officer of the Company, in respect of his term of office, for the financial year 2022 as set out in the table below.

| COMPONENTS OF THE REMUNERATION | AMOUNTS PAID DURING THE 2021 FINANCIAL YEAR | AMOUNTS ALLOCATED FOR THE 2021 FINANCIAL YEAR | POLICY FOR 2022 FINANCIAL YEAR |
|---|---|---|--|
| Fixed remuneration | €450,000 | €450,000 | On recommendation from the Nominating, Remuneration and Governance Committee (le comité des nominations, des rémunérations et de la gouvernance), the Board which met on 17 February 2022 decided to maintain the fixed annual remuneration of the Chairman and Chief Executive Officer at €450,000 gross for the 2022 financial year. This fixed annual remuneration, which corresponds to the ceiling provided for by the Decree of 9 August 1953, has remained unchanged since Mr. Levy's appointment as Chairman and Chief Executive Officer of EDF in 2014. |
| Variable remuneration | none | none | none |
| Multi-year variable remuneration | none | none | none |
| Possibility of deferring or repaying the variable remuneration | n.a. | n.a. | n.a. |
| Exceptional remuneration | none | none | none |
| Stock-options, performance shares or any other long-term benefits | none | none | none |
| Remuneration for directorship | n.a. | n.a. | The Chairman and Chief Executive Officer does not receive any remuneration for his position as Director. |
| All types of Benefits | €3,660 | €3,660 | Benefit corresponding to the provision of a company car, which the Board has decided to maintain for the financial year 2022. |
| Signing allowance | none | none | none |
| Severance pay or end of service allowance | none | none | none |
| Non-competition clause | none | none | none |
| Supplementary pension scheme | none | none | none |
| Remuneration paid or allocated by a company included in the scope of consolidation within the meaning of Article L.233-16 of the French Commercial Code | none | none | none |

The Shareholders' Meeting is also asked to approve the elements of the remuneration policy for the Company's directors, in respect of their office, for the 2022 financial year, namely a fixed annual sum of €440,000 to be allocated to the directors in accordance with the distribution rules defined by the Board and presented in this remuneration policy.

The terms and conditions for the distribution of this annual budget, applicable since the financial year 2011, were re-examined and confirmed by the Board of Directors on 17 February 2022. The total budget is distributed between a fixed portion and a variable portion, each representing half of the budget, distributed as follows:

- the fixed portion is shared equally among the directors concerned; 50% of the fixed annual portion is paid during the financial year, in which it is allocated and the remaining 50% at the beginning of the following financial year;
- the distribution of the variable portion among the directors is established through the application of a variable coefficient depending on the type of meeting (Board or Committee) and depending on the particular positions held by each director

(Committee member or Chairman): a coefficient of 2 for the presence of a director at a Board of Directors meeting, a coefficient of 1 for the attendance of a director as a member at a Committee meeting and a coefficient of 2 for chairmanship of a Committee. The variable portion is divided by the total of the coefficients for the financial year in order to determine the unit value of the coefficient; the variable portion for a financial year is fully paid at the start of the following financial year.

It is not planned to pay any exceptional remuneration or other remuneration to the directors during 2022 financial year by the Company or by a company included in the scope of consolidation of the Company within the meaning of Article L.233-16 of the French Commercial Code.

Finally, in line with the remuneration policy described above, the 11th resolution proposes to set the total annual fixed budget referred to in Article L.22-10-14 of the French Commercial Code allocated as remuneration to the members of the Board of Directors in respect of their office at €440,000 for the 2022 financial year.



Seventh resolution: Approval of the fixed, variable and exceptional remuneration components composing the total remuneration and the benefits of any kind paid or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2021

The Shareholders' Meeting, in accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, having reviewed the Corporate Governance report including the information required by Article L.22-10-9 I of the French Commercial Code, approves the fixed, variable, and exceptional compensation components composing the total remuneration and the benefits of any kind paid to or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, in respect of the financial year ended on 31 December 2021, set forth in Section 4.6 of the 2021 universal registration document of the Company and within the report of the Board of Directors.

Eighth resolution: Approval of the information relating to the remuneration of the corporate officers

The Shareholders' Meeting having reviewed the Corporate Governance report incorporating the information required by Article L.22-10-9 I of the French Commercial Code, as set forth in Section 4.6 of EDF's 2021 universal registration document and within the report of the Board of Directors, approves this information in accordance with the provisions of Article L.22-10-34 I of the French Commercial Code.

Ninth resolution: Approval of the remuneration policy applicable to the Chairman and Chief Executive Officer for the financial year ended on 31 December 2022

The Shareholders' Meeting, resolving pursuant to the provisions of Article L.22-10-8 of the French Commercial Code, having reviewed the report of the Board of Directors as well as the information included in the Corporate Governance report provided for in the last paragraph of Article L.225-37 of the French Commercial Code describing the remuneration policy applicable to the corporate officers of the Company, approves the components of the remuneration policy applicable to the Chairman and Chief Executive Officer of the Company for the financial year 2022, set forth in Section 4.6 of 2021 universal registration document of the Company.

Tenth resolution: Approval of the remuneration policy applicable to the Board of Directors for the financial year ended on 31 December 2022

The Shareholders' Meeting, resolving pursuant to the provisions of Article L.22-10-8 of the French Commercial Code, having reviewed the report of the Board of Directors as well as the information included in the Corporate Governance report provided for in the last paragraph of Article L.225-37 of the French Commercial Code describing the remuneration policy applicable to the corporate officers of the Company, approves the remuneration policy applicable to the Directors of the Company for the 2022 financial year, set forth in Section 4.6 of 2021 universal registration document of the Company.

Eleventh resolution: Approval regarding the fixed annual compensation allocated to the Board of Directors

The Shareholders' Meeting, having reviewed the report of the Board of Directors, resolves to set the amount of the fixed annual budget allocated to Board members, pursuant to Article L.22-10-14 of the French Commercial Code, to €440,000 for the 2022 financial year.

Resolution 12

Appointment of a director

It is proposed to the Shareholders' Meeting to appoint Delphine GENY-STEPHANN as a director for a period of three years ending at the Shareholders' meeting convened to approve the financial statements for the financial year ending 31 December 2024.

As an exception to the statutory term of office for directors set at four years, it is proposed to the Shareholders' Meeting to set the term of office of Delphine GENY-STEPHANN at three years in application of article 13.III of the bylaws, which provides that in order to maintain the rotation in the event of the appointment of a new director outside of the staggered renewal dates, the Shareholders' Meeting may set the term of office of directors at less than four years.

Delphine GENY-STEPHANN would succeed Véronique BEDAGUE-HAMILIUS, a director who has indicated her intention to resign from her term of office with effect from the close of the Shareholders' Meeting of 12 May 2022, and she would be appointed on the proposal of the State, in accordance with Article 6.II of Ordinance no. 2014-948 of 20 August 2014 relating to the governance of and transactions in the share capital of publicly held companies.

Delphine GENY-STEPHANN complies with the legal rules and the recommendations of the AFEP-MEDEF code regarding multiple directorships. She is also a director of Thales (France) and Eagle Genomics Ltd (UK). She does not hold any EDF shares.

■ **Skills and experience**

Delphine GENY-STEPHANN, 53, is a graduate of the École Polytechnique and the École Nationale des Ponts et Chaussées and holds an MBA from the Collège des Ingénieurs.

She began her career in 1994 at the Treasury Department of the Ministry of Economy and Finance. In 1999, she joined the Agence des participations de l'État and served on the board of directors of several publicly held companies.

Delphine GENY-STEPHANN joined the High Performance Materials division of the Saint-Gobain group in 2005 as Director of Development, then Financial Director of the Ceramic Materials activity. In 2013, she was put in charge of Mergers & Acquisitions and was appointed Group External Venturing Director. In 2014, she became Director of Planning and Strategy for Compagnie de Saint-Gobain, a member of the Group's Executive Committee, before being appointed CEO of the Silicon Carbide and Quartz activity.

In November 2017, she was appointed Secretary of State to the Minister of Economy and Finance, a position she held until October 2018.

Delphine GENY-STEPHANN has been a consultant since 2019. She is also a director of Thales (France) and Eagle Genomics Ltd (UK), a member of the Steering Committee of GENEOPartenaire SAS and of the Supervisory Committee of the Holding d'infrastructures des métiers de l'environnement SAS (controlling the Saur Group).

■ **Situation of the Board of Directors**

If the Shareholders' Meeting approves the appointment of Delphine GENY-STEPHANN, the current proportion of women on the Board of Directors and the proportion of independent directors would be maintained, in accordance with the diversity policy defined by the Board, with a 50% proportion of women, excluding employee directors, and 41.7% of independent directors, excluding employee directors, i.e., a proportion of independent directors greater than the one-third recommended by the AFEP-MEDEF code for controlled companies.

Twelfth resolution: Appointment of a Director

The Shareholders' Meeting, having reviewed the report of the Board of Directors, resolves to appoint Mrs. Delphine GENY-STEPHANN as a Director for a period of three years, ending at the Ordinary Shareholders' Meeting convened to approve the financial statements for the financial year ending on 31 December 2024.

Resolution 13

EDF's climate transition plan

Under the 13th resolution, the Board of Directors wished to consult the Shareholders' Meeting on the main lines of the EDF Group's climate transition plan described below. This plan and the objectives are set out in section 3.1 of the 2021 universal registration document, which presents the carbon and climate neutrality issue of EDF's 2021 Extra-Financial Performance Statement. It should be noted that the Company has already initiated a process of reflection with a view to reviewing its emissions trajectory to 2030. This consultation process is part of a dialogue with its shareholders, which is very important to your Board.

It should be noted that, in order to respect the specific powers of each of the corporate bodies, this vote will be purely consultative in nature, as the Board has drawn up the report submitted to you as part of its mission to define the Company's strategy. The Company specifies that in the event that the resolution is adopted by a majority that it considers insufficient, it will implement the means at its disposal to exchange and collect information from its shareholders on the reasons that led them, if any, not to support the proposed resolution, and will inform its shareholders of the outcome of this process and indicate the measures envisaged to take account of it.

Thirteenth resolution: Consultative opinion on the Company's climate transition plan to achieve carbon neutrality by 2050

The Shareholders' Meeting, having taken note of the report of the Board of Directors, issues a favorable opinion on the EDF Group's Climate Transition Plan, which aims to contribute to achieving carbon neutrality in 2050 and thus fight against climate change. This plan and the underlying objectives are set out in the Board of Directors' report.

Resolution 14

Purchase by the Company of its own shares

The 14th resolution renews the authorization given to the Board of Directors, for a period of 18 months, to have the Company purchase its own shares (including under a liquidity agreement). The objectives of the share buyback program are detailed below in the 14th resolution and in the description of the share buyback program in Section 7.3.2 of EDF's 2021 universal registration document made available on the Company's website prior to the Shareholders' Meeting.

No shares were cancelled in 2021. Transactions were carried out exclusively under the liquidity agreement: 9,475,538 shares were purchased and 9,130,984 shares were sold.

As of December 31, 2021, the Company directly held 1,174,554 shares, allocated exclusively to the liquidity agreement and representing 0.036% of the Company's share capital. These shares do not have voting rights and any dividends due to them are allocated to retained earnings. The authorization referred to in the 14th resolution provides that the maximum purchase price is set at €20 and the maximum number of shares that may be purchased is limited to 10% of the

number of shares comprising the share capital as of 31 December 2021. The maximum amount of funds to be dedicated to the execution of this share buyback program would be €2 billion.

The Board of Directors also intends to continue the liquidity agreement in accordance with the rules of the French financial market authority (Autorité des marchés financiers).

Fourteenth resolution: Authorization granted to the Board of Directors to carry out transactions on the Company's shares

In accordance with Article L.22-10-62 of the French Commercial Code, Articles 241-1 et seq. of the General Regulations of the French financial market authority (Autorité des marchés financiers), and Regulation (EU) No. 596/2014 dated 16 April 2014 on market abuse, the Shareholders' Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors with the ability to subdelegate, to purchase shares in the Company, with a view to:

- reducing the Company's share capital by cancelling all or part of the purchased shares, subject to the approval of the 24th resolution by this Shareholders' Meeting;
- allocating shares to employees and former employees of the EDF group, especially under any share purchase plan or free share allocation plan to the benefit of current or former employees under the conditions provided for by law, in particular by Articles L.22-10-59 et seq. of the French Commercial Code and Articles L.3332-18 et seq. of the French Labor Code (including any sale of shares covered by the aforementioned Articles of the French Labor Code) or under any offering reserved for employees under the conditions provided for by law, in particular by Article 31-2 of Ordinance No. 2014-948 of 20 August 2014, as amended;
- delivering shares upon exercise of rights attached to securities issued by the Company or one of its subsidiaries, giving access to the Company's share capital by reimbursement, conversion, exchange, submission of a warrant or by any other means, immediately or in the future, as well as carrying out all hedging transactions with respect to the obligations of the Company or the relevant subsidiary, as applicable, in connection with such securities;
- ensuring the liquidity of the EDF shares by an investment service provider through a liquidity agreement pursuant to the accepted market practice established by the French financial market authority in its Decision No. 2021-01 dated 22 June 2021;
- delivering shares upon exercise of rights attached to options issued by the Company or one of its subsidiaries, giving access upon exercise, immediately or in the future, to the Company's share capital, as well as carrying out all hedging transactions with respect to the obligations of the Company or the relevant subsidiary, as applicable, in connection with such options;
- holding shares for their subsequent delivery as a means of exchange or payment in the context of any external growth transaction, contribution, merger or demerger, as the case may be; or, more generally,
- implementing any market practice that would be allowed by the French financial market authority and, more generally, carrying out any other transactions in compliance with applicable regulations.

Purchases of the Company's shares would concern a number of shares such that:

- the number of shares acquired by the Company during the share buyback program (i) would not exceed 10% of the shares composing the share capital, it being specified that when shares are bought back to ensure the liquidity of the EDF shares under the terms and conditions defined above, the number of shares taken into account for the calculation of this 10% limit is the number of shares purchased net of the number of shares sold back during the



term of this authorization, and (ii) would not exceed 5% in the case of shares acquired by the Company with a view to delivering them in the context of a merger, demerger or contribution; and

- the number of shares the Company may hold directly or indirectly at any time would not exceed 10% of the shares composing the Company's share capital at the relevant date.

In applying these percentages, the number of shares would be adjusted to take into account any transactions affecting the share capital after the Shareholders' Meeting.

Acquisitions or transfers of these shares would be carried out, in one or several transactions, by all means, including on the market or over-the-counter, including through the acquisition or sale of blocks, the use of derivative financial instruments or warrants or securities giving access to the share capital of the Company, or by implementing option strategies, at such times as the Board of Directors or the person acting upon delegation of the Board of Directors shall determine, excluding periods of public offers for the share capital of the Company.

The maximum amount of funds dedicated to the execution of this share buyback program would be €2 billion. The purchase price would not exceed €20 per share (excluding the acquisition costs), or the corresponding value in any other currency at the same date. It is specified that the Board of Directors would be able to adjust this maximum purchase price in the event of a capitalization of premiums, reserves or profits resulting in either an increase in the nominal value of shares or in the issuance and allocation of free shares, and in the event of a share split or a consolidation (regroupement) of shares, or of any other transactions affecting equity, in order to take into account the impact of these transactions on share value.

The Shareholders' Meeting grants full powers to the Board of Directors, with the ability to subdelegate under the conditions provided for by law, to implement this authorization, to specify its terms, if necessary, and to determine its conditions, and in particular to place all orders in the stock exchange or off-market, allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal and regulatory conditions, make all declarations, complete all formalities, and, in general, take all useful and necessary steps.

The Board of Directors will annually inform the Shareholders' Meeting of the transactions completed pursuant to this resolution.

This authorization would be granted for an 18-month period of time as from the date of the Shareholders' Meeting, and, for unused amounts, would replace all previous delegations having the same purpose.

EXTRAORDINARY RESOLUTIONS

Resolutions 15 to 23

Share capital increases

The Shareholders' Meeting of 7 May 2020 granted the Board of Directors the delegations and authorizations presented in the table summarizing the authorizations and powers, which is included in section 7.3.3 of the Company's 2021 universal registration document. The table specifies the use that has been made, if any, of these authorizations.

As some of the delegations approved by the Shareholders' Meeting of 7 May 2020 (Nos. 22 to 29) expire on 7 July 2022, it is proposed that the Shareholders' Meeting renew them. It is also proposed to renew the delegation submitted to the Shareholders' Meeting of 6 May 2021 under the 17th resolution which expires on 6 November 2022.

The purpose of the 15th to 23rd resolutions is to grant the Board of Directors the authority to carry out, at its sole discretion, various financial transactions involving the issuance of shares or securities giving access to the capital or entitling holders to the allotment of debt securities, with or without preferential subscription rights.

These issuances could have the effect of increasing the Company's share capital, leading, where appropriate, to a dilution of existing shareholders.

These authorizations would be subject to the following limits:

- the maximum nominal amount of immediate or future capital increases carried out under these authorizations may not exceed 935 million euros, i.e., approximately 50% of the share capital as of the date of the Shareholders' Meeting (the "Limit for the Capital Increases"); and
- the nominal amount of debt securities issued under these resolutions may not exceed 5 billion euros (the "Limit for the Debt Instruments" and, together with the Capital Increase Limit, the "Limits"),

with the exception of the authorization that would be granted under the 19th resolution, to increase the share capital by incorporation of reserves, profits, premiums or other amounts whose capitalization would be allowed, and which would benefit from an autonomous and separate ceiling of a nominal amount of one billion euros.

In addition, the authorizations relating to capital increases without preferential subscription rights, i.e. those granted under the 16th, 17th, 18th, 20th, 21st, 22nd and 23rd resolutions, would be subject to a sub-ceiling of 375 million euros in par value, i.e. approximately 20% of the share capital as of the date of the Shareholders' Meeting, set in the 16th resolution.

The authorizations:

- would be granted for a period of 26 months from the date of the Shareholders' Meeting, with the exception of the authorization granted for 18 months under the 23rd resolution to carry out capital increases reserved for categories of beneficiaries, with cancellation of preferential subscription rights; and
- would replace and render null and void, up to the unused amounts, the previous delegations having the same purpose.

Resolution 15

Capital increase with preferential subscription rights

It is proposed that the Shareholders' Meeting delegates to the Board of Directors, with the option of sub-delegation, the power to increase the share capital, with preferential subscription rights for shareholders, by issuing ordinary shares or securities giving access to the share capital of the Company or of a company in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary").

The maximum nominal amount of the immediate or future capital increases carried out under this delegation may not exceed the ceiling of 935 million euros, corresponding to the Limit for the Capital Increases.

Without prejudice to the Limit for the Capital Increases, the nominal amount of debt securities issued pursuant to this resolution may not exceed a ceiling of 5 billion euros (or the equivalent of this amount), corresponding to the Limit for the Debt Instruments.

Fifteenth resolution: Delegation of authority granted to the Board of Directors to issue ordinary shares or securities giving access to the share capital of the Company, with preferential subscription right of the shareholders

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L.225-129 et seq. of the French Commercial Code, in particular L.225-129-2, L.225-131, L.225-132, L.225-133, L.225-134 and L.22-10-49 and of Articles L.228-91 et seq. of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors, with the ability to subdelegate, its authority to decide and to complete, on one or several occasions, in such proportions and at such times as it deems fit, both in France and abroad, the issuance, with preferential subscription right of the shareholders, of:

- (i) ordinary shares of the Company;*
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, by any means, immediately or in the future, to existing shares of, or shares to be issued by, the Company;*
- (iii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, immediately or in the future, by any means, to existing shares of, or shares to be issued by, a subsidiary.*

Subscription of shares and other securities may be made in euros or in any other currency (including in any other unit of account established by reference to a group of currencies), either in cash, including by way of set-off of certain, liquid, and due and payable receivables, or partly in cash and, for the balance, by capitalizing reserves, profits or premiums.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed the Limit for the Capital Increases, i.e. €935 million.

It is specified that:

- (i) the Limit for the Capital Increases applies to all the share capital increases carried out, immediately or in the future, pursuant to the resolutions submitted to this Shareholders' Meeting, the nominal amount of which shall subsequently be included within this limit - with the exception of the capital increases by capitalization of reserves, profits, premiums or other sums the capitalization of which would be permitted, carried out pursuant to the 19th resolution submitted to this Shareholders' Meeting; and*

- (ii) the Limit for the Capital Increases does not take into account the shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.*

The securities giving access to the share capital of the Company or a Subsidiary so issued may consist of debt instruments or be associated with the issuance of such instruments, or else enable such issuance as intermediary instruments.

The debt instruments issued pursuant to this delegation may notably consist of subordinated or unsubordinated securities, with limited or unlimited duration, and be issued either in euros, or in any other currency.

The issued securities may, as the case may be, be complemented by warrants giving right to the allocation, acquisition or subscription of bonds or other debt instruments.

The nominal amount of debt instruments issued pursuant to this resolution shall not exceed the Limit for the Debt Instruments, i.e. €5 billion (or the equivalent of this amount), it being specified that this amount is common to all debt instruments the issuance of which would be completed in accordance with the resolutions submitted to this Shareholders' Meeting and that the nominal amount of the capital increases resulting from the exercise of the rights attached to debt instruments shall only be included within the Limit for the Capital Increases.

The issuances of share warrants of the Company may be carried out by way of an offer to subscribe, but also by way of a free allocation to the holders of existing shares. In case of free allocation of detachable share warrants, the Board of Directors shall be entitled to decide that allocation rights to fractional shares shall not be negotiable and that the relevant securities shall be sold.

The Board of Directors may take all actions intended for protecting the rights of the holders of securities giving access to the share capital, outstanding as at the date of the capital increase.

The shareholders shall be able to exercise their preferential subscription rights on an irreducible basis. In addition, the Board of Directors shall be entitled to grant shareholders the right to subscribe, on a reducible basis, to a greater number of ordinary shares or securities giving access to the share capital, than that they could subscribe for on an irreducible basis, in proportion to the subscription rights they hold and, in any case, within the limit of their request.

In the event that the subscriptions on an irreducible basis and, as the case may be, on a reducible basis, have not absorbed the entire issuance of securities, the Board of Directors may use, in any order, one or several of the options provided for under Article L.225-134 of the French Commercial Code.

The Shareholders' Meeting acknowledges that this delegation automatically entails, to the benefit of the holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, waiver by the shareholders of their preferential subscription right in respect of the ordinary shares to which these securities give right.

The Board of Directors shall have all powers, with the ability to subdelegate, under the conditions provided for by the law, to implement this delegation, including, without limitation, in order to: set the terms, conditions and characteristics, including the dates, of the issuances; determine the number and characteristics of the securities that would be issued pursuant to this resolution, including, with respect to debt instruments, their ranking, their interest rate and the payment conditions of the interest, their currency of issue, their duration and their redemption and amortization terms and conditions; set the dividend entitlement date, which may be retroactive, of the



securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter into any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated issuances or differ them, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

Resolution 16

Share capital increase without preferential subscription right

The cancellation of shareholders' preferential subscription rights generally provides greater flexibility to seize market opportunities.

It is proposed that the Shareholders' Meeting delegates to the Board of Directors the power to increase the share capital, with cancellation of the preferential subscription right, by means of a public offering, with the exception of the public offerings known as a "private placement", which are covered by article L.411-2 of the French Monetary and Financial Code and which is the subject of the 17th resolution, by issuing shares or securities giving access to the capital of the Company or of a Subsidiary.

The maximum nominal amount of the immediate or future capital increases carried out under this delegation may not exceed 375 million euros, it being specified that the nominal amount of this capital increase would also be deducted from the Limit for the Capital Increases.

Furthermore, the nominal amount of debt securities issued under this resolution may not exceed, and would be deducted from, the Limit for the Debt Instruments.

It is specified that the Board of Directors could, within the framework of this resolution, grant a priority period to the shareholders under conditions set in accordance with the applicable legal and regulatory provisions, it being recalled that this priority right would not give rise to the creation of negotiable rights.

The issue price of the new shares would be at least equal to the minimum price determined in accordance with applicable laws and regulations.

The issue price of the securities giving access to the Company's capital would be such that the amount received immediately by the Company, plus any amount received subsequently by it, would be, for each share issued as a result of the issuance of these securities, at least equal to

the minimum subscription price provided for by applicable laws and regulations.

Sixteenth resolution: Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares, or any securities giving access to the Company's share capital, without shareholders' preferential subscription right, by way of a public offering - Excluding offerings implemented by way of "a private placement" referred to in Article L.411-2 of the French Monetary and Financial Code

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L.225-129 et seq. of the French Commercial Code, in particular L.225-129-2 to L.225-129-6, L.225-131, L.225-135, L.22-10-49, L.22-10-51 and L.22-10-52 and L.225-136, and of Articles L.228-91 et seq. of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors, with the ability to subdelegate, its authority to decide and to complete, by way of public offering (excluding offerings implemented by way of "a private placement" referred to in Article L.411-2 of the French Monetary and Financial Code), on one or several occasions, in such proportions and at such times it deems fit, both in France and abroad, the issuance, with no preferential subscription right of the shareholders, of:

- (i) ordinary shares of the Company;*
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, by any means, immediately or in the future, to existing shares or shares to be issued by the Company;*
- (iii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, immediately or in the future, by any means, to existing shares of, or shares to be issued by, a Subsidiary.*

Subscription of shares and other securities may be made in euros or in any other currency (including in any other unit of account established by reference to a group of currencies), in cash, including by way of set-off of certain, liquid and due and payable receivables.

The public offering(s), decided pursuant to this resolution, may be associated, as part of a single issuance or several issuances simultaneously completed, to offering(s) referred to in Article L.411-2 of the French Monetary and Financial Code (implemented by way of "a private placement"), decided pursuant the 17th resolution submitted to this Shareholders' Meeting.

The maximum nominal amount of the capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €375 million.

It is specified that:

- (i) this limit applies to all the share capital increases carried out, immediately or in the future, with no preferential subscription right, pursuant to the 16th, 17th, 18th, 20th, 21st, 22nd and 23rd resolutions submitted to this Shareholders' Meeting;*
- (ii) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, the Limit for the Capital Increases; and*
- (iii) the abovementioned limits do not take into account the shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.*

The securities giving access to the share capital of the Company or a Subsidiary so issued may consist of debt instruments or be associated with the issuance of such instruments, or else enable such issuance as intermediary instruments.

The debt instruments issued pursuant to this delegation may notably consist of subordinated or unsubordinated securities, with limited or unlimited duration, and be issued either in euros, or in any other currency.

The overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the Limit for the Debt Instruments, it being specified that the nominal amount of the capital increases resulting from the exercise of the rights attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the fourth and fifth paragraphs of this resolution.

The Shareholders' Meeting decides to remove the preferential subscription right of the shareholders in connection with the shares and securities to be issued pursuant to this resolution, but, pursuant to the provisions of paragraph 1 of Article L.22-10-51 of the French Commercial Code, the Board of Directors may grant to the shareholders, in relation to all or part of the issuance, a priority right to subscribe on an irreducible basis and, as the case may be, a reducible basis, for a duration that it shall set in compliance with applicable law and regulations, such priority right entailing no creation of negotiable rights.

If the subscriptions, including, as the case may be, those of the shareholders, have not absorbed the entire issuance, the Board of Directors may limit the issuance to the amount of the received subscriptions, provided that such amount be at least equal to three-quarters of the decided issuance.

The Shareholders' Meeting acknowledges that this delegation automatically entails, to the benefit of holders of securities issued pursuant to this resolution and giving access to the capital of the Company, waiver by the shareholders of their preferential subscription right to the ordinary shares to which these securities give right.

The Shareholders' Meeting decides that:

- the issuance price of the directly issued shares shall be at least equal to the minimum price provided for by applicable regulations (i.e. as of the date hereof, the weighted average market price of the last three trading days on the Euronext Paris regulated market prior to the opening of the public offering within the meaning of Regulation No. 2017/1129 of 14 June 2017, which may be reduced by a discount of up to 10%, as applicable); and
- the issuance price of the securities giving access to the share capital shall be equal to the amount immediately received by the Company, increased, as the case may be, by the amount which may be later received, i.e. for each share issued as a result of the issuance of such securities, at least equal to the minimum subscription price defined in the preceding paragraph.

The Board of Directors shall have all powers, with the ability to subdelegate, to implement this delegation, including, without limitation, in order to: set the terms, conditions and characteristics, including the dates, of the issuances; determine the number and characteristics of the securities that would be issued pursuant to this resolution, including, with respect to debt instruments, their ranking, their interest rate and the payment conditions of the interest, their currency of issue, their duration and their redemption and amortization terms and conditions; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution;

suspend, as the case may be, the exercise of allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated issuances or differ them, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

Resolution 17

Share capital increase with removal of the preferential subscription right by way of a private placement

Financing by way of a "private placement" referred to in Article L.411-2 of the French Monetary and Financial Code is qualified as a public offering pursuant to applicable regulations. "Private placements" are distinct from share capital increases implemented by way of "classical" public offerings which are the subject to the 16th resolution: indeed, "private placements" remain faster and simpler to implement.

It is specified that the public offerings governed by section II of Article L.411-2 of the French Monetary and Financial Code are exclusively intended for specific persons, such as qualified investors or a restricted circle of investors, provided that the said investors are acting for their own account, as well as existing shareholders of the issuer.

Therefore, it is proposed to the Shareholders' Meeting to delegate to the Board of Directors the powers to issue, with no preferential subscription right of the shareholders, by way of a public offering (i.e. by way of a "private placement"), ordinary shares or securities giving access to shares of the Company or a Subsidiary.

The maximum nominal amount of the share capital increases carried out, immediately or in the future, pursuant to this delegation, would not exceed €375 million, it being specified that the nominal amount of such capital increases would also be included within the limit relating to capital increases with no preferential subscription right set in the 16th resolution submitted to the Shareholders' Meeting and, therefore, to the Limit for the Capital Increases.

It is also specified that the overall nominal amount of such a capital increase should not, under any circumstances, exceed the limit provided for by the law (namely, at the date of the Shareholders' Meeting, 20% of the share capital per year).

Furthermore, the overall nominal amount of all debt instruments issued under this resolution should not exceed and would be included within the Limit for the Debt Instruments.

The issue price of the new shares would be at least equal to the minimum price determined in accordance with applicable regulations.

The issue price of securities giving access to the share capital would equal the amount immediately received by the Company, increased, as



applicable, by the amount likely to be later received, i.e. for each share issued as a result of the issuance of securities, an amount at least equal to the minimum subscription price provided for by applicable laws and regulations.

Seventeenth resolution: Delegation of authority granted to the Board of Directors to issue by way of a public offering referred to in Article L.411-2 of the French Monetary and Financial Code (i.e. by way of “a private placement”), ordinary shares or securities giving access to the share capital of the Company, with no preferential subscription right of the shareholders

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L.225-129 et seq. of the French Commercial Code, in particular L.225-129-2 to L.225-129-6, L.225-131, L.225-135, L.225-136, L.22-10-49, L.22-10-51 et L.22-10-52 and of Articles L.228-91 et seq. of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' report, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors its authority to decide and to complete, by way of public offering(s) referred to in Article L.411-2 of the French Monetary and Financial Code (i.e. by way of “a private placement”), on one or several occasions, in such proportions and at such times it deems fit, both in France and abroad, the issuance, with no preferential subscription right of the shareholders, of:

- (i) ordinary shares of the Company;*
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access by any means, immediately or in the future, to existing shares of, or shares to be issued by, the Company;*
- (iii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, immediately or in the future, by any means, to existing shares of, or shares to be issued by, a Subsidiary.*

Subscription of shares and other securities may be made in euros or in another currency (including in any other unit of account established by reference to a group of currencies), in cash, including by way of set-off of certain, liquid and due and payable receivables.

The offering(s) referred to in Article L.411-2 of the French Monetary and Financial Code (i.e. by way of “a private placement”) decided under this resolution, may be associated, as part of a single issuance or several issuances simultaneously completed, to public offering(s) decided pursuant to the 16th resolution submitted to this Shareholders' Meeting.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed a limit of €375 million on the one hand, and the limit provided for by the law on the other hand (i.e. as at the date of this Shareholders' Meeting, 20% of the share capital per year).

It is specified that:

- (i) the maximum nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this delegation shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16th resolution submitted to this Shareholders' Meeting and, as a consequence, the Limit for the Capital Increases submitted to this Shareholders' Meeting; and*
- (ii) the abovementioned limits do not take into account the shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.*

The securities giving access to the share capital of the Company or a Subsidiary so issued may consist of debt instruments or be associated with the issuance of such instruments, or else enable such issuance as intermediary instruments.

The debt instruments issued pursuant to this delegation may notably consist of subordinated or unsubordinated securities, with limited or unlimited duration, and be issued either in euros, or in any other currency.

The overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the Limit for the Debt Instruments, it being specified that the overall nominal amount of the capital increases resulting from the exercise of the rights attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the fourth and fifth paragraphs of this resolution.

The Shareholders' Meeting resolves to remove the preferential subscription right of the shareholders in respect of the shares and securities to be issued pursuant to this resolution.

If the subscriptions have not absorbed the entire issuance of securities, the Board of Directors may limit the issuance up to the amount of received subscriptions, on condition that such amount reaches at least three-quarters of the decided issuance.

The Shareholders' Meeting acknowledges that this delegation automatically entails, to the benefit of the holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, waiver by the shareholders of their preferential subscription right to ordinary shares to which these securities give right.

The Shareholders' Meeting resolves that:

- *the issuance price of the directly issued shares shall be at least equal to the minimum price provided for by applicable regulations (i.e. as of the date hereof, the weighted average market price of the last three trading days on the Euronext Paris regulated market prior to the opening of the public offering within the meaning of Regulation No. 2017/1129 of 14 June 2017, which may be reduced by a discount of up to 10%, as applicable); and*
- *the issuance price of the securities giving access to the share capital shall be equal to the amount immediately received by the Company, increased, as the case may be, by the amount which may be later received, i.e. for each share issued as a result of the issuance of such securities, at least equal to the minimum subscription price defined in the preceding paragraph.*

The Board of Directors shall have all powers, with the ability to subdelegate, including, without limitation, in order to: set the terms, conditions and characteristics, including the dates, of the issuances; determine the number and characteristics of the securities that would be issued pursuant to this resolution, including, with respect to debt instruments, their ranking, their interest rate and the payment conditions of the interest, their currency of issue, their duration and their redemption and amortization terms and conditions; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the

allocations on, the premium(s); and, more generally, take all useful steps, enter any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated issuances or differ them, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders'.

Resolution 18

Authorization to increase the number of shares to be issued in the event of a share capital increase

It is proposed to the Shareholders' Meeting to authorize the Board of Directors, should a capital increase be decided pursuant to the 15th, 16th and/or 17th resolutions above, and in the event that such issuance would be subject to greater demand than the amount initially proposed, to increase the number of securities offered, within the limit of 15% of the initial issuance, at the same price as the one set for the initial issuance, and in any circumstances subject to compliance with the limit(s) set in the resolution pursuant to which the issuance is decided.

Eighteenth resolution: Authorization granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription right of the shareholders

The Shareholders' Meeting, resolving pursuant to the provisions of Article L.225-135-1 of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up:

- delegates to the Board of Directors its authority, with the ability to subdelegate, to decide to increase the number of securities to be issued in case of capital increase carried out with or without preferential subscription right of the shareholders pursuant to the 15th, 16th and/or 17th resolutions of this Shareholders' Meeting, at the same price as the one set for the initial issuance, within the timeframe and limits provided for by applicable law and regulations as at the issuance date (i.e. as at today, within thirty days following the closing of the subscription period and within the limit of 15% of the initial issuance), and subject to compliance with the limit(s) provided for in the resolution pursuant to which the issuance is decided;
- decides that the authorization granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose; and
- acknowledges that the Board of Directors has all powers to implement this delegation or to subdelegate.

Resolution B

Resolution proposed by the Supervisory Board of the FCPE "Actions EDF"

Explanatory statement: In order to maintain equity for all EDF shareholders, the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" has decided to vote against resolutions 16 and 17 relating to capital increase without preferential subscription right of the shareholders, and consequently against the authorization granted to the Board of Directors, in the context of resolution 18, to increase the number of shares to be issued in the event of a share capital increase covered by resolutions 16 and 17.

Resolution B: Authorization granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with preferential subscription right of the shareholders - Resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" and reviewed by EDF's Board of Directors during its meeting held on 11 April 2022 which did not approve it

The Shareholders' Meeting, resolving pursuant to the provisions of Article L.225-135-1 of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up:

- delegates to the Board of Directors its authority, with the ability to subdelegate, to decide to increase the number of securities to be issued in case of capital increase carried out with preferential subscription right of the shareholders pursuant to the 15th resolution of this Shareholders' Meeting, at the same price as the one set for the initial issuance, within the timeframe and limits provided for by applicable law and regulations as at the issuance date (i.e. as at today, within thirty days following the closing of the subscription period and within the limit of 15% of the initial issuance), and subject to compliance with the limit(s) provided for in the resolution pursuant to which the issuance is decided;
- decides that the authorization granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose; and
- acknowledges that the Board of Directors has all powers to implement this delegation or to subdelegate.

Resolution 19

Share capital increase by capitalizing reserves, profits, premiums or any other amounts

It is proposed to the Shareholders' Meeting to delegate to the Board of Directors the authority to increase the share capital by capitalizing reserves, profits, premiums or other amounts, within the limit of an overall nominal amount of €1 billion.

It is specified that the limit is set in an autonomous way, distinct from the Limit for the Capital Increases and from the limits to capital increases resulting from issuances of shares or securities authorized under the other resolutions submitted to the Shareholders' Meeting.

The existence of an autonomous and distinct limit results from the completely different nature of the capitalizations of reserves, profits or premiums as they are implemented either by way of allocation of free shares to the shareholders, or by way of an increase of the nominal value of the existing shares, i.e. with no dilution of the shareholders and with no change in the Company's equity.



Nineteenth resolution: Delegation of authority granted to the Board of Directors to increase the share capital by capitalizing reserves, profits, premiums or any other sums the capitalization of which would be permitted

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L.225-129, L.225-129-2, L.225-30 and L.22-10-50 of the French Commercial Code and having reviewed the report of the Board of Directors, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors its authority to increase the share capital, on one or several occasions, in such proportions and at such times it deems fit, except during a tender offer, by capitalizing reserves, profits, premiums or any other sums the capitalization of which would be permitted, by way of the issuance of new equity instruments or an increase in the nominal value of existing equity instruments, or a combination of these two methods. It is specified that the transactions carried out pursuant to this resolution may be combined with capital increases in cash implemented pursuant to previous resolutions contained herein.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation shall not exceed €1 billion.

It is specified that:

- (i) this limit is determined in an autonomous manner, distinct from the Limit for the Capital Increases and from the limits to capital increases relating to issuances of shares or securities authorized under the other resolutions submitted to the Shareholders' Meeting; and*
- (ii) this limit does not take into account the shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.*

The Board of Directors shall have the ability to decide that the rights to fractional shares shall not be negotiable or transferable, and that the corresponding securities shall be sold and that the proceeds of the sale shall be allocated to the holders of the rights within the timeframe provided for by applicable regulations.

The Board of Directors shall have all powers, with the ability to subdelegate, in particular to determine the terms and conditions of the authorized transactions, including to set the amount and nature of the sums to be capitalized, to set the number of new shares to be issued or the amount by which the nominal value of the existing shares capital shall be increased, to set the dividend entitlement date of the new shares or the date on which the increase in the nominal value of the shares shall be effective, it being specified that such date may be retroactive, and generally to take all appropriate actions to ensure the successful completion of the contemplated issuances and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

Resolution 20

Share capital increase without preferential subscription right in the context of a public exchange offer

It is proposed to the Shareholders' Meeting to delegate to the Board of Directors the authority to issue new shares, with no preferential subscription right of the shareholders, in consideration for securities which would be contributed to the Company in the context of a tender offer comprising an exchange component initiated by the Company on the securities of another company, the shares of which

are admitted to trading on a regulated market of a State which is a party to the European Economic Area or a member of the Organization for Economic Cooperation and Development.

It is specified that the maximum nominal amount of the capital increases carried out, immediately or in the future, pursuant to this delegation could not exceed €185 million, it being specified that the nominal amount of these capital increases would also be included within the limit relating to the capital increases with no preferential subscription right provided for in the 16th resolution submitted to the Shareholders' Meeting and, as a consequence, within the Limit for the Capital Increases.

In addition, the nominal amount of the debt instruments issued pursuant to this resolution could not exceed and would be included within the Limit for the Debt Instruments.

Twentieth resolution: Delegation of authority granted to the Board of Directors to increase the share capital in the context of a public exchange offer initiated by the Company

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L.225-129 et seq. of the French Commercial Code, in particular L.225-129-2 to L.225-129-6, L.22-10-54 and of Articles L.228-91 to L.228-97 of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors, with the ability to subdelegate, its authority to decide and to complete the issuance of:

- (i) ordinary shares of the Company; as well as*
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access by any means, immediately or in the future, to existing shares of, or shares to be issued by, the Company,*

on one or several occasions, in consideration for securities tendered to a public tender offer comprising an exchange component (on a principal or subsidiary basis) initiated in France or abroad, in accordance with local rules, by the Company for the securities of a company the shares of which are admitted to trading on one of the regulated markets governed by the aforementioned Article L.22-10-54, and decides, as necessary, to remove, to the benefit of the holders of such securities, the preferential subscription right of the shareholders to such shares and securities.

The securities giving access to the share capital of the Company so issued may consist of debt instruments or be associated with the issuance of such instruments, or else enable such issuance as intermediary instruments.

The debt instruments issued pursuant to this delegation may notably consist of subordinated or unsubordinated securities, with limited or unlimited duration, and be issued either in euros, or in any other currency.

The Shareholders' Meeting decides, as necessary, to remove the shareholders' preferential subscription right to such shares and securities, to the benefit of holders of tendered securities, and acknowledges that this delegation entails waiver by the shareholders of their preferential subscription right in connection with the shares to which the securities that would be issued pursuant to this delegation may give right.

The maximum nominal amount of the capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €185 million.

It is specified that:

- (i) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall*

not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16th resolution submitted to this Shareholders' Meeting and, as a consequence, the Limit for the Capital Increases; and

- (ii) the abovementioned limits do not take into account the shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.

The overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the Limit for the Debt Instruments, it being specified that the overall nominal amount of the capital increase resulting from the exercise of rights attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the sixth and seventh paragraphs of this resolution.

The Board of Directors shall have all powers, with the ability to subdelegate, to implement this delegation, including, without limitation, in order to: set the terms and conditions and carry out the public tender offer(s) governed by this resolution; acknowledge the number of securities tendered to the offer; determine the number and characteristics of the securities that would be issued pursuant to this resolution; set the terms, conditions and characteristics, including the dates, of the issuances; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of securities issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated transactions or differ them, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

Resolution 21

Share capital increase without preferential subscription right in consideration for contributions in kind

It is proposed to the Shareholders' Meeting to delegate to the Board of Directors the authority to carry out external growth transactions financed by new shares or securities issued by the Company, with no preferential subscription right of the shareholders, in consideration for contributions in kind of equity instruments or securities giving access to the share capital of another company which would be contributed to the Company, excluding the case of tender offers comprising an exchange component governed by the 20th resolution.

It is specified that the maximum nominal amount of the share capital increases carried out, immediately or in the future, pursuant to this delegation could exceed neither €115 million, nor the limit provided for by the law (i.e. as at the date of the Shareholders' Meeting, 10% of the Company's share capital), it being specified that the nominal amount of these capital increases shall also be included within the limit of the capital increases with no preferential subscription right provided for in the 16th resolution submitted to the Shareholders' Meeting and, as a consequence, within the Limit for the Capital Increases.

Furthermore, the nominal amount of the debt instruments issued pursuant to this resolution could not exceed and would be included within the Limit for the Debt Instruments.

If this delegation was to be used, the Board of Directors would resolve on the report of one or more contribution auditors. Indeed, in case of implementation of this delegation, a contribution auditor would be in charge of assessing the consistency and the value of the contributions and, as the case may be, the terms and conditions of the payment of the contribution, i.e. the number of new shares to be issued by the Company as compensation for the contributions.

Twenty-first resolution: Delegation of authority granted to the Board of Directors to increase the share capital in consideration for contributions in kind granted to the Company

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L.225-147, L.22-10-53 and of Articles L.228-91 to L.228-97 of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors, with the ability to subdelegate, the necessary powers to decide and to complete, on one or several occasions, in such proportions and at such times it deems fit, both in France and abroad, the issuance of:

- (i) ordinary shares of the Company; or
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access by any means, immediately or in the future, to existing shares of, or shares to be issued by the Company,

in consideration for contributions in kind granted to the Company that consist of equity instruments or securities giving access to the capital, where the provisions of Article L.22-10-54 of the French Commercial Code are not applicable.

The securities giving access to the share capital of the Company so issued may consist of debt instruments or be associated with the issuance of such instruments, or else enable such issuance as intermediary instruments.

The debt instruments issued pursuant to this delegation may notably consist of subordinated or unsubordinated securities, with limited or unlimited duration, and be issued either in euros, or in any other currency.

The Board of Directors shall, if this delegation is used, deliberate on the report of one or several statutory auditor(s) assessing the contributions in kind, referred to in Article L.225-147 of the French Commercial Code.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €115 million on the one hand, and the limit provided for by applicable law on the other hand (i.e. as at the date of this Shareholders' Meeting, the limit of 10% of the Company's share capital, which shall be, as the case may be, adjusted to take into account the transactions having an impact on the share capital after this Shareholders' Meeting).



It is specified that:

- (i) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16th resolution submitted to this Shareholders' Meeting and, as a consequence, the Limit for the Capital Increases; and*
- (ii) the abovementioned limits do not take into account shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.*

The overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the Limit for the Debt Instruments, it being specified that the overall nominal amount of the capital increase resulting from the exercise of the rights attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the sixth and seventh paragraphs of this resolution.

The Shareholders' Meeting decides, as necessary, to remove, to the benefit of the holders of equity instruments or securities, being the subject of the contributions in kind, the preferential subscription rights of the shareholders to shares and securities thereby issued, and acknowledges that this delegation entails waiver by the shareholders of their preferential subscription right to ordinary shares to which the securities that would be issued pursuant to this delegation may grant entitlement.

The Board of Directors shall have all powers, with the ability to subdelegate, including, without limitation, in order to: resolve on the assessment of the contributions in kind and, as applicable, the granting of special benefits and their value; set the terms, conditions and characteristics, including the dates, of the issuances; determine the number and characteristics of the securities that would be issued pursuant to this resolution; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated transactions or differ them, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

Resolution 22

Share capital increase to the benefit of members of savings plan with no preferential subscription right

The financial authorizations granted by the Shareholders' Meeting to the Board of Directors to increase the capital by way of a contribution in cash trigger the correlative obligation to present to the Shareholders' Meeting a draft resolution that would allow a potential capital increase reserved for employees who are members of a company savings plan (plan d'épargne d'entreprise) pursuant to the 1st paragraph of Article L.225-129-6 of the French Commercial Code.

Therefore, it is proposed to the Shareholders' Meeting to delegate to the Board of Directors the authority to develop, if it decides to do so, employee shareholding throughout the EDF group, by way of capital increases reserved for employees who are members of a company savings plan, with no preferential subscription right of the shareholders.

This resolution may be used in the context of the implementation by the Company, if it sees fit and so does the French State, of an offer reserved for employees ("ORE") (pursuant to Article 31-2 of Order No. 2014-948 dated 20 August 2014, as amended) by way of issuance of shares reserved, among others, for employees and former employees of the EDF group who are members of a company savings plan.

It is specified that the maximum nominal amount of the share capital increases carried out, immediately or in the future, pursuant to this delegation could not exceed €15 million, it being specified that the nominal amount of these capital increases shall also be included within the limit relating to the capital increases with no preferential subscription right set in the 16th resolution submitted to the Shareholders' Meeting and, as a consequence, within the Limit for the Capital Increases.

It is proposed to the Shareholders' Meeting to set the discount at 30% of the average of the opening prices of the shares of the Company on the Euronext Paris regulated market during the last twenty trading days before the date of the decision setting the opening date for the subscriptions, it being specified that the Board of Directors would be entitled to reduce or cancel the said discount.

Twenty-second resolution: Delegation of authority granted to the Board of Directors to increase the share capital to the benefit of members of savings plan, with removal of the preferential subscription right of the shareholders for the benefit of such members, pursuant to Article L.225-129-6 of the French commercial code

The Shareholders' Meeting, in accordance with the provisions of Articles L.225-129 et seq., in particular L.225-129-2, L.225-129-6 and L.225-138-1 of the French Commercial Code, and of Articles L.3332-18 et seq. of the French Labor Code, having reviewed the report of the Board of Directors and the Statutory Auditors' report, delegates to the Board of Directors, with the ability to subdelegate, under the conditions provided for by law, its authority to increase the share capital of the Company, in one or several transactions, by the issuance of:

- (i) ordinary shares of the Company; or*
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access by any means, immediately or in the future, to existing shares of, or shares to be issued by, the Company,*

reserved for members of one or several company savings plans (or members of another plan to the benefit of whom Article L.3332-18 of the French Labor Code would allow to reserve a capital increase

in similar conditions) implemented within the Company or the EDF group, comprising the Company and the French or foreign companies included in the scope of consolidation of the Company's accounts pursuant to the provisions of Article L.3344-1 of the French Labor Code.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €15 million.

It is specified that:

- (i) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16th resolution adopted by the Shareholders' Meeting, and, as a consequence, within the Limit for the Capital Increases; and
- (ii) the above-mentioned limits do not take into account shares of the Company to be issued, as the case may be, in respect of adjustments made to preserve the rights of the holders of securities giving access to the share capital of the Company.

The Shareholders' Meeting sets the discount at 30% of the average of the opening prices of the shares of the Company on the regulated market of Euronext Paris during the twenty trading days preceding the date of the decision setting the opening date for the subscriptions. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or cancel the aforementioned discount, as it may see fit.

The Board of Directors may provide, within the limits of the applicable legal and regulatory provisions, for the allocation, free of charge, of shares to be issued or already issued, or other securities giving access to the share capital of the Company to be issued or already issued, in respect of the contribution (abandonement) or, as the case may be, the discount.

The Shareholders' Meeting decides to remove, to the benefit of the aforementioned beneficiaries, the preferential subscription right of the shareholders to shares or securities giving access to the share capital to be issued pursuant to this delegation, the shareholders waiving any right to shares or other securities which may be freely attributed on the basis of this delegation.

The Board of Directors shall have all powers, with the ability to subdelegate, under the conditions provided for by law, to implement this resolution, including, without limitation, in order to: define the scope, terms and conditions of the transactions carried out pursuant to this resolution; determine the number and characteristics of the securities that would be issued pursuant to this resolution; set the terms, conditions and characteristics, including the dates, of the issuances; grant extensions for the payment of the subscription price of the securities; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; decide that the subscriptions may be made directly by the beneficiaries, members of a company savings plan (or similar plan) or via employee shareholding funds (fonds commun de placement d'entreprise) or other vehicles or entities allowed under applicable regulations; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the share allocation rights attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance

with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter into any agreement, request any authorization, carry out all formalities and take all necessary measures to ensure the successful completion or postponement of the contemplated transactions, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time as from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

Resolution C

Resolution proposed by the Supervisory Board of the FCPE "Actions EDF"

Explanatory statement: The company proposes significant increases in the limits of most of the resolutions authorizing share capital increases (resolutions 15 to 17 and 20-21) with the exception of those relating to reserved capital increases (known as Offers Reserved for Employees), which appears, as it is a company majority-owned by the State, to be in total contradiction with the provisions of Law No. 2019-486 of 22 May 2019 relating to the growth and transformation of companies (known as *loi Pacte*). **The Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" therefore requests a proportionally equivalent increase from €15,000,000 to €25,000,000 in the maximum nominal amount of the immediate or future share capital increases carried out pursuant to this delegation of authority.**

Resolution C: Delegation of authority granted to the Board of Directors to increase the share capital to the benefit of members of savings plan, with removal of the preferential subscription right of the shareholders for the benefit of such members, pursuant to Article L.225-129-6 of the French commercial code - Resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" and reviewed by EDF's Board of Directors during its meeting held on 11 April 2022 which did not approve it

The Shareholders' Meeting, in accordance with the provisions of Articles L.225-129 et seq., in particular L.225-129-2, L.225-129-6 and L.225-138-1 of the French Commercial Code, and of Articles L.3332-18 et seq. of the French Labor Code, having reviewed the report of the Board of Directors and the Statutory Auditors' report, delegates to the Board of Directors, with the ability to subdelegate, under the conditions provided for by law, its authority to increase the share capital of the Company, in one or several transactions, by the issuance of:

- (i) ordinary shares of the Company; or
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access by any means, immediately or in the future, to existing shares of, or shares to be issued by, the Company,

reserved for members of one or several company savings plans (or members of another plan to the benefit of whom Article L.3332-18 of the French Labor Code would allow to reserve a capital increase in similar conditions) implemented within the Company or the EDF group, comprising the Company and the French or foreign companies included in the scope of consolidation of the Company's accounts pursuant to the provisions of Article L.3344-1 of the French Labor Code.



The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €25 million.

It is specified that:

- (i) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16th resolution adopted by the Shareholders' Meeting, and, as a consequence, within the Limit for the Capital Increases; and
- (ii) the above-mentioned limits do not take into account shares of the Company to be issued, as the case may be, in respect of adjustments made to preserve the rights of the holders of securities giving access to the share capital of the Company.

The Shareholders' Meeting sets the discount at 30% of the average of the opening prices of the shares of the Company on the regulated market of Euronext Paris during the twenty trading days preceding the date of the decision setting the opening date for the subscriptions. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or cancel the aforementioned discount, as it may see fit.

The Board of Directors may provide, within the limits of the applicable legal and regulatory provisions, for the allocation, free of charge, of shares to be issued or already issued, or other securities giving access to the share capital of the Company to be issued or already issued, in respect of the contribution (abondement) or, as the case may be, the discount.

The Shareholders' Meeting decides to remove, to the benefit of the aforementioned beneficiaries, the preferential subscription right of the shareholders to shares or securities giving access to the share capital to be issued pursuant to this delegation, the shareholders waiving any right to shares or other securities which may be freely attributed on the basis of this delegation.

The Board of Directors shall have all powers, with the ability to subdelegate, under the conditions provided for by law, to implement this resolution, including, without limitation, in order to: define the scope, terms and conditions of the transactions carried out pursuant to this resolution; determine the number and characteristics of the securities that would be issued pursuant to this resolution; set the terms, conditions and characteristics, including the dates, of the issuances; grant extensions for the payment of the subscription price of the securities; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; decide that the subscriptions may be made directly by the beneficiaries, members of a company savings plan (or similar plan) or via employee shareholding funds (fonds commun de placement d'entreprise) or other vehicles or entities allowed under applicable regulations; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the share allocation rights attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter into any agreement, request any authorization, carry out all formalities and take all necessary measures to ensure the successful completion or postponement of the contemplated transactions, and in particular, acknowledge the capital increase(s) resulting, immediately or

in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time as from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

Resolution 23

Share capital increase reserved for employees of the EDF group with no preferential subscription right

This resolution would enable the Company, if it sees fit and so does the French State, to implement an ORE, by way of issuance of shares reserved, among others, for employees and former employees of the EDF group or to adapt the terms and conditions of a shareholding plan.

It is proposed to delegate to the Board of Directors the ability to carry out capital increases reserved for, in particular:

- (i) employees of the Company and the Subsidiaries, as well as former employees if such employees justify of an employment contract or a remunerated activity for an effective period of at least five years in the Company or the said Subsidiaries, as applicable to their personal case, who are members of a company savings plan; and/or
- (ii) UCITS (OPCVM) or other entities, whether having the legal personality or not, the purpose of which is to promote employees shareholding, invested in shares of the Company and the beneficiaries or shareholders of which are persons listed in (i) above; and/or
- (iii) any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of setting up a shareholding or savings plan (including or not a component of ownership of shares of the Company) to the benefit of persons listed in (i) above.

It is proposed to the Shareholders' Meeting to set the discount at 30% of the average of the opening prices of the shares of the Company on the Euronext Paris regulated market during the last twenty trading days before the date of the decision setting the opening date for the subscriptions, it being specified that the Board of Directors would be entitled to reduce or cancel the said discount.

It is specified that the maximum nominal amount of the share capital increases carried out pursuant to this delegation could not exceed €10 million, it being specified that the nominal amount of such capital increases would also be included within the limit relating to the capital increases with no preferential subscription right as provided for under the 16th resolution submitted to the Shareholders' Meeting and, as a consequence, within the Limit for the Capital Increases.

Twenty-third resolution: Delegation of authority granted to the Board of Directors to complete capital increases reserved for categories of beneficiaries, with no preferential subscription right of the shareholders

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L.225-129 et seq. of the French Commercial Code, in particular L.225-129-2 and L.225-138, having reviewed the report of the Board of Directors and the Statutory Auditors' report, delegates to the Board of Directors its authority to complete increases of the Company's share capital, on one or several occasions, by way of the issuance of ordinary shares of the Company reserved for the categories of beneficiaries defined below.

The Shareholders' Meeting decides to remove the preferential subscription right of the shareholders in respect of the shares to be issued pursuant to this resolution and to reserve the right to subscribe for these shares to the categories of beneficiaries having the following characteristics:

- (i) employees of the Company and the Subsidiaries directly or indirectly, the majority of the share capital, as well as former employees if such employees justify of an employment contract or a remunerated activity for an effective period of at least five years in the Company or its subsidiaries, which are members of a company savings plan; and/or
- (ii) UCITS (OPCVM) or other entities, whether having the legal personality or not, the purpose of which is to promote employees shareholding, invested in shares of the Company and the beneficiaries or shareholders of which are persons listed in (i) above; and/or
- (iii) any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of setting up a shareholding or savings plan (including or not a component of ownership of shares of the Company) to the benefit of persons listed in (i) above.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €10 million.

It is specified that:

- (i) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16th resolution submitted to this Shareholders' Meeting and, as a consequence, within the Limit for the Capital Increases; and
- (ii) the abovementioned limits do not take into account shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.

The Shareholders' Meeting sets the discount at 30% of the average of the opening prices of the shares of the Company on the Euronext Paris regulated market during the last twenty trading days before the date of the decision setting the opening date for the subscriptions. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or cancel the abovementioned discount, as it may see fit.

The Board of Directors shall have all powers, with the ability to subdelegate, under the conditions provided for by the law, to implement this resolution, including, without limitation, in order to: define the scope, terms and conditions of the transactions carried out pursuant to this resolution; determine among the aforementioned categories the list of beneficiaries of each issuance and the number of securities to be issued to the benefit of each of them; set the number, the subscription date and price of the shares to be issued pursuant to this resolution, their dividend entitlement date, which may be retroactive, and the terms and conditions of the payment of the subscription price; grant extensions for the payment of the subscription price of the shares; take all appropriate actions to complete the capital increases; carry out all formalities resulting from the latter; deduct the costs of the capital increase from the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve up to the tenth of the new share capital; and, more generally, take all useful steps, enter any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated issuances, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly

and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for an 18-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

Resolution D

Resolution proposed by the Supervisory Board of the FCPE "Actions EDF"

Explanatory statement: The company is proposes significant increases in the limits of most of the resolutions authorizing share capital increases (resolutions 15 to 17 and 20-21) with the exception of those relating to reserved capital increases (known as Offers Reserved for Employees), which appears, as this is a company majority-owned by the State, to be in total contradiction with the provisions of Law No. 2019-486 of 22 May 2019 relating to the growth and transformation of companies (known as *loi Pacte*). **The Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" therefore requests a proportionally equivalent increase from €10,000,000 to €15,000,000 in the maximum nominal amount of the immediate or future share capital increases carried out pursuant to this delegation of authority.**

Resolution D: Delegation of authority granted to the Board of Directors to complete capital increases reserved for categories of beneficiaries, with no preferential subscription right of the shareholders - Resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" and reviewed by EDF's Board of Directors during its meeting held on 11 April 2022 which did not approve it

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L.225-129 et seq. of the French Commercial Code, in particular L.225-129-2 and L.225-138, having reviewed the report of the Board of Directors and the Statutory Auditors' report, delegates to the Board of Directors its authority to complete increases of the Company's share capital, on one or several occasions, by way of the issuance of ordinary shares of the Company reserved for the categories of beneficiaries defined below.

The Shareholders' Meeting decides to remove the preferential subscription right of the shareholders in respect of the shares to be issued pursuant to this resolution and to reserve the right to subscribe for these shares to the categories of beneficiaries having the following characteristics:

- (i) employees of the Company and the Subsidiaries directly or indirectly, the majority of the share capital, as well as former employees if such employees justify of an employment contract or a remunerated activity for an effective period of at least five years in the Company or its subsidiaries, which are members of a company savings plan; and/or
- (ii) UCITS (OPCVM) or other entities, whether having the legal personality or not, the purpose of which is to promote employees shareholding, invested in shares of the Company and the beneficiaries or shareholders of which are persons listed in (i) above; and/or
- (iii) any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of setting up a shareholding or savings plan (including or not a component of ownership of shares of the Company) to the benefit of persons listed in (i) above.



The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €15 million.

It is specified that:

- (i) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16th resolution submitted to this Shareholders' Meeting and, as a consequence, within the Limit for the Capital Increases; and*
- (ii) the abovementioned limits do not take into account shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.*

The Shareholders' Meeting sets the discount at 30% of the average of the opening prices of the shares of the Company on the Euronext Paris regulated market during the last twenty trading days before the date of the decision setting the opening date for the subscriptions. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or cancel the abovementioned discount, as it may see fit.

The Board of Directors shall have all powers, with the ability to subdelegate, under the conditions provided for by the law, to implement this resolution, including, without limitation, in order to: define the scope, terms and conditions of the transactions carried out pursuant to this resolution; determine among the aforementioned categories the list of beneficiaries of each issuance and the number of securities to be issued to the benefit of each of them; set the number, the subscription date and price of the shares to be issued pursuant to this resolution, their dividend entitlement date, which may be retroactive, and the terms and conditions of the payment of the subscription price; grant extensions for the payment of the subscription price of the shares; take all appropriate actions to complete the capital increases; carry out all formalities resulting from the latter; deduct the costs of the capital increase from the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve up to the tenth of the new share capital; and, more generally, take all useful steps, enter any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated issuances, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for an 18-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

Resolution 24

Share capital reduction by cancelling treasury shares

It is proposed to the Shareholders' Meeting to authorize the Board of Directors to cancel, by way of a reduction of the share capital of the Company, all or part of treasury shares acquired as part of the share buyback program within the limit of 10% of the share capital for each 24-month period.

The Board of Directors would have full powers, with the ability to subdelegate under the conditions provided for by law, to determine the terms and conditions of these transactions, amend the Company's bylaws accordingly and, more generally, take all useful and necessary steps.

This authorization would be granted for an 18-month period of time.

Twenty-fourth resolution: Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L.22-10-62 et seq. of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' report:

- *authorizes the Board of Directors to reduce the share capital by the cancellation of all or part of the treasury shares as it may decide, within the limit of 10% of the share capital per 24-month period, it being reminded that this 10% limit applies to an amount of the Company capital which shall be, as applicable, adjusted to take into account the transactions having an impact on the share capital after this Shareholders' Meeting;*
- *authorizes the Board of Directors to deduct the difference between the repurchase value of the cancelled shares and their nominal value on the issuance premiums and/or on any available reserves account, including the legal reserve which can be reduced within the limit of 10% of the completed share capital reduction;*
- *in that respect, grants all powers to the Board of Directors, with the ability to subdelegate under the conditions provided for by law, to determine the terms and conditions, amend the Company's bylaws accordingly and, more generally, do whatever is necessary.*

The authorization granted to the Board of Directors under this resolution is valid for an 18-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

ORDINARY AND EXTRAORDINARY RESOLUTION

Resolution 25

Powers to carry out formalities

It is proposed to the Shareholders' Meeting to grant all powers to carry out all legal or administrative formalities, as well as any filings and publicity formalities required.

Twenty-fifth resolution: Powers to carry out formalities

The Shareholders' Meeting grants all powers to the bearer of an original, a copy or an extract of the minutes of this Shareholders' Meeting to carry out all legal or administrative formalities, any filings and publicity formalities required as a result of the Shareholders' Meeting.

THE EDF GROUP CLIMATE TRANSITION PLAN

The Intergovernmental Panel on Climate Change (IPCC) has established that the warming of the atmosphere, the ocean and the land surface observed since 1750 is "unequivocally" caused by human¹ activities. Faced with the climate emergency, the EDF Group wants to build, wherever it is present, a new energy model that emits less CO₂, is more efficient and more respectful of the environment and populations². This is in fact its **raison d'être**³.

Accordingly, the Group is implementing a **climate transition plan based on** three pillars, complemented by a **governance** component that meets the best practices recommended by the TCFD⁴.

- Reducing the Group's greenhouse gas emissions
- Adapting the Group's facilities to climate change
- Developing the use of low-carbon electricity

Reducing the Group's GHG emissions

Contribute to achieving carbon neutrality by 2050

The EDF Group is the world's leading producer of electricity with zero direct CO₂⁵ emissions and, in relation to its production, the Group's CO₂ emissions are much lower than those of other major electricity producers. Nevertheless, the Group has made a commitment since 2018 to contribute to achieving carbon neutrality, in particular by reducing its direct greenhouse gas emissions to zero or close to zero by 2050.

Defining a CO₂ emissions reduction trajectory

The Group has aligned its ambitions with the Paris Climate Agreement and has set greenhouse gas reduction targets for 2030 with a milestone in 2023, covering both its direct emissions (scope 1) and indirect emissions (scope 2 and 3). This target trajectory has been validated as "Well Below 2°C" by the Science Based Targets initiative.

| SBTI objectives | Target 2030 | Update to 2021 |
|--|-------------|----------------|
| Emission reduction rate associated with the sale of electricity ⁶ | -50% | -28% |
| Rate of reduction of emissions associated with the sale of gas ⁷ | -28% | -24% |

This trajectory corresponds to an absolute level of direct greenhouse gas emissions of 25 MtCO₂ by 2030.

Managing various levers to decarbonise power generation

Over the past 20 years, the Group has implemented and supported the **closure of 48 coal and heavy**⁸ fuel oil units, which has reduced the annual greenhouse gas emissions of the European electricity sector by more than 40 MtCO₂e⁹. In 2019, the EDF Group committed to stop generating coal-based electricity by 2030, across all geographies.

The Group is committed to the **greening of its heating networks** and has defined a set of criteria in favour of **decarbonised thermal energy** to align its gas activities with its climate commitments. In the **island territories**, the EDF Group is, for example, gradually replacing fuel oil with liquid biomass in existing thermal power plants. The Group uses alternative technologies to SF₆ as soon as possible and is working to reduce the climate impact of HFCs.

Measuring the reduction of GHG emissions

Since 2011, the EDF Group has published its complete greenhouse gas emissions assessment each year, showing that the Group's direct and indirect emissions are falling at a steady pace. The Group's initial target of direct emissions of between 28 and 30 MtCO₂e by 2023 has been achieved two years ahead of schedule. The Group has already begun to review its emissions trajectory to 2030.

| EDF Group greenhouse gas emissions assessment (MtCO ₂ e) | 2019 | 2020 | 2021 |
|---|------|------|------|
| Scope 1 emissions (target 25 in 2030, and from 28 to 30 in 2023) | 33 | 28 | 27 |
| Scope 2 emissions | 0.3 | 0.3 | 0.3 |
| Scope 3 emissions | 119 | 107 | 102 |

1. See the IPCC 6th Assessment Report (August 2021) - <https://www.ipcc.ch/report/ar6/wg1/>

2. See the EDF Group report on the just transition.

3. Now enshrined in EDF's Articles of Association, the Group's *raison d'être* is at the heart of its business model and CAP 2030 strategy: "To build a net zero energy future with electricity and innovative solutions and services, to help save the planet and drive wellbeing and economic development."

4. Taskforce on Climate related Financial Disclosure.

5. <https://power-producers-ranking.enerdata.net/>

6. Scopes 1 and 2 emissions, also including emissions from non-consolidated assets and emissions associated with electricity purchased for sale to end-customers (2017 base).

7. Combustion emissions from gas sold to final customers (Base 2019).

8. The closures are all accompanied by measures to redeploy employees within the Group and actions to develop new local economic activities.

9. Emissions estimated considering an average load factor of 50% for coal plants and 10% for heavy fuel oil plants.



The **carbon intensity** of the electricity and heat produced by the EDF Group continues to fall in 2021, reaching its lowest value ever, i.e. 48 gCO₂/kWh compared with the European¹ average of 231g/kWh.

| EDF Group carbon intensity (gCO ₂ /kWh) | 2019 | 2020 | 2021 | Objectif 2030 |
|---|------|------|------|---------------|
| Specific CO ₂ emissions from electricity and heat production / kWh | 55 | 51 | 48 | 35 |

Adapting the Group's facilities to climate change

Prioritising climate risk

With facilities whose technical life span potentially exceeds 40 years, the EDF Group must adapt its installations to the physical consequences of climate change. Following the first IPCC report in 1990, the EDF Group set up a climate services department, unique among the major electricity companies, to support the Group's entities in taking into account the impact of climate change. In 2004, the EDF Group adopted a "Climate Hazards" plan, followed by a climate change adaptation strategy in 2010. Since 2018, climate risk has been a **priority risk** for the EDF Group. The scoring is supported by the conclusions of the report on the impacts, adaptation and vulnerability to climate change published by the IPCC in February 2022.

Defining the adaptation policy for facilities

The EDF Group's climate transition plan includes an adaptation component, under the terms of which the Group undertakes, in particular, to assess the **impacts** of climate change and its evolution assumptions, to adapt **existing facilities**, to make them less sensitive to climatic conditions and resilient to extreme situations, and to integrate them into design of **new facilities**.

Extreme events and summer season

During the summer of 2003, some plants had to reduce their production to avoid contributing to the warming of river water, resulting in a loss of production equivalent to 1% of EDF's output. The "**Grands Chauds**" ('Heatwaves') plan subsequently led EDF to improve the cooling efficiency of some of its power plants and to reinforce the electronics of the reactor buildings in order to withstand temperatures above 50°C. The EDF Group's power plants currently under construction have all been designed to take into account the most recent climate scenarios.

Developing the use of carbon-free electricity

With a largely decarbonised electricity, the development of electricity uses, which is likely to increase, is a major lever for supporting customers towards carbon neutrality and contributes to the adaptation of the economy to the consequences of climate change.

Supporting customers' decarbonisation with a wide range of innovative and low-carbon solutions

The Group's ambition is to support customers and territories in decarbonising their activities. To this end, the Group is developing a wide range of offers adapted to different markets. Efficient, accessible and innovative solutions enable each customer (individuals, companies, regions) to become more involved in the energy transition.

Adapting the facilities of all the Group's major businesses

The Group has launched the ADAPT program to analyse the level of adaptation of the **existing nuclear fleet** to climate change. A detailed study is being carried out at Chooz to produce a full-scale analysis of all potential vulnerabilities to the consequences of climate change, and then to propose an action plan. In order to strengthen the resilience of **hydraulic structures** to extreme climatic events and the risks associated with massive influxes of water into reservoirs, the Group regularly reassesses the flows of extreme floods - in order to ensure that the capacity of the structures to evacuate these floods is maintained - and has developed and installed an innovative technology called "*Piano Key Weir*"² on 9 of its structures, which allows a larger quantity of water to be discharged without increasing the size of the dams. To reduce the vulnerability of the **distribution networks**, Enedis is working on burying the high-voltage overhead lines and has created a Rapid Intervention Force (FIRE) which makes it possible to reposition resources and men throughout the country in order to restore the power supply as soon as possible. The FIRE is a key mechanism of the EDF Group with regard to extreme climate risks.

Strengthening action through new adaptation plans

In addition to these long-standing actions by the Group, new climate change adaptation plans are now being deployed in order to **strengthen the actions carried out** as close as possible to the **Group's entities exposed to the physical risks of climate change**.

The EDF Group offers services and solutions to its **individual and collective housing** customers, such as insulation, heat pumps, thermodynamic or solar water heaters, self-consumption solutions or consumption control. The Group is already the leader in solar self-consumption for **individuals** and offers **business customers** new supply models enabling them to buy local green electricity directly from a renewable energy producer.

The Group supports **companies and regions** in optimising their energy flows, reducing their environmental footprint and improving their economic performance. Key areas of focus include switching from fossil-based heat to low-carbon heat (biomass boilers, waste heat recovery) and mature electrical solutions, and deploying high and very high temperature industrial heat pumps for **industrial customers**.

1. Source EEA for EU27 in 2020 <https://www.eea.europa.eu/ims/greenhouse-gas-emission-intensity-of-1>.

2. These spillways in the shape of piano keys ("Piano Key Weir") are constituted of supply and discharge tanks. Their crenellated shape offers a larger surface for the flow of water, while occupying a reduced space, which is an advantage for the dams collected in narrow places.

In the **transport** sector, and following the ambitions set out in its *Electric Mobility Plan* initiated in 2018, the Group is now one of the leading operators of electric charging networks.

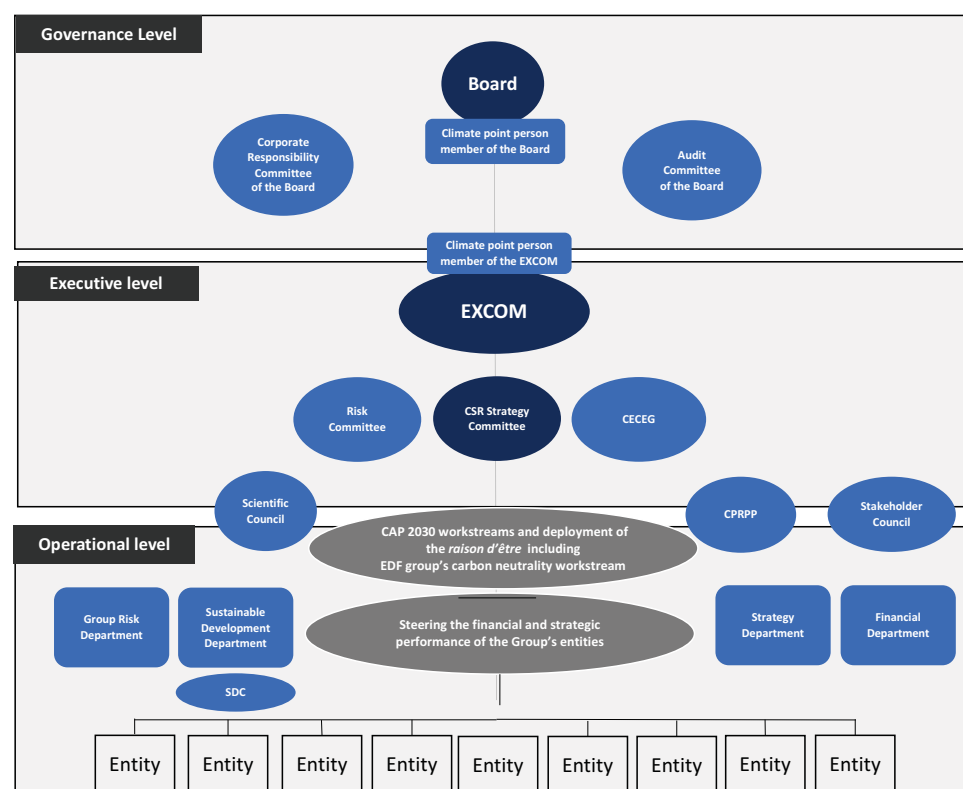
Set targets in terms of avoided emissions

Supporting customers in decarbonisation contributes to climate change mitigation through avoided emissions. To date, the Group's target is 15 MtCO₂e of avoided emissions by 2030¹. The results are published in Extra-Financial Performance Statement and the methodology for calculating these emissions has been verified by the Independent Third Party Body.

Strengthened climate governance

Building on the TCFD recommendations

The EDF Group was one of the first companies to adopt the TCFD recommendations, which specify expected items of climate reporting in terms of governance, strategy, risk management and indicators.



The Board regularly reviews opportunities and risks, in relation to the strategy it defines, and in particular those opportunities and risks related to climate change and their impact on the Group's strategy, activities and assets.

The Corporate Responsibility Committee examines how EDF addresses climate change issues.

The Climate point person member of the Board, who is also the Chair of the Corporate Responsibility Committee, is responsible for ensuring, in conjunction with the Chairman and Chief Executive Officer and the Climate point person member of the Executive Committee,

At the same time, commit to setting the conditions for the optimal development of electricity uses

Because electrifying the sectors that emit the most CO₂ implies having the right conditions for such development, the EDF Group is committed to transforming the electricity distribution network in depth towards ever greater robustness, intelligence and flexibility.

Strengthening climate governance

EDF's governance aims to raise climate issues to the highest level of the company and to strengthen the involvement and commitment of the Board of Directors on all climate-related issues, in line with EDF's *raison d'être*.

1. Thanks to some of the products/services sold by EDF SA and Dalkia.



A climate workshop was organised, during which the directors participated in a Climate Fresk session. Directors also discussed with two climate negotiation experts the outcome of COP 26 in Glasgow and the progress that could be made to focus the multilateral process and countries' commitments towards a warming limit of 1.5°C by mid-century.

Include a climate criterion in the variable remuneration of managers

The variable remuneration of executives is notably based on CSR criteria, including a climate¹ criterion. The climate criterion used since 2020 is the carbon intensity of the Group's electricity and heat production, which accounts for 30% of the Group-level component. For 2021, the target of 51 gCO₂/kWh is exceeded (48 gCO₂/kWh).

Promote public policies that encourage the real decarbonisation of the economy

The EDF Group promotes public policies that encourage the real decarbonisation of the economy and has set up a specific governance structure to ensure the coherence of the positions defended². The Group is particularly active on the European scene and fully supports the European Green Deal. It acts in its own name or through Eurelectric, an association representing European electricians, which its Chairman and CEO, Jean-Bernard Lévy, has chaired since May 2021. The Group's commitment is recognised by all stakeholders, including NGOs³. For the EDF Group, the strengthening of policies aimed at contributing to carbon neutrality or the increase in the price of CO₂ on the European market represent powerful opportunities to leverage its assets. It uses an **internal carbon**⁴ price to guide its investments.

Investing in technological and financial innovation

99% of EDF R&D's expenses in France are dedicated to decarbonisation and the transition of energy systems. To support its development in renewable energies, the Group has issued six **Green Bonds** since 2013 for the equivalent of approximately €8.75 billion and has put in place more than €9 billion in **credit lines indexed to the Group's ESG indicators**.

Mobilising employees

The EDF Group promotes collective intelligence and implements training programs to enable its managers and all its employees to take ownership of its climate commitments. The innovation dynamic, structured around the "**EDF Pulse**"⁵ ecosystem, was complemented in 2021 by the "**Eco2**"⁶ programme. The "**Carbon Neutrality Passport**" allows people to test their knowledge of climate change, to estimate their carbon footprint and to take action through practical challenges. The EDF Group is also committed to raising awareness of climate issues among all its employees through a collective intelligence game, the "**Climate Fresk**", which is being deployed at a sustained pace, with nearly 22,000 employees having participated in a workshop by end-2021.

1. The climate criterion used in 2021 is the carbon intensity of the Group's electricity and heat production, up to 30% of the Group's share.

2. These include the Steering Committee for Relations with the Public Authorities (CPRPP).

3. InfluenceMap regularly ranks the EDF Group in its A-list, as one of the companies most actively promoting climate issues in European negotiations: [influencemap.org](https://www.influencemap.org)

4. In its response to the CDP 2021 questionnaire, EDF indicates, for example, that the range of carbon prices currently used in its scenarios is from €47/t CO₂ in 2020 to €150/t CO₂ by 2040.

5. EDF Pulse is based on support systems, prizes with a section for external start-ups and a section for internal start-ups, and a community to develop and disseminate best innovation practices within the Group.

6. This is a collective intelligence initiative based on a series of scientific conferences dedicated to the challenges of a carbon neutral economy.



HOW TO ATTEND THE SHAREHOLDERS' MEETING

Every shareholder, whatever the number of shares they own and their conditions of ownership (registered or bearer shares), can attend the Shareholders' Meeting. To exercise this right, the shares must be recorded in the name of the shareholder on the second trading day before the Shareholders' Meeting, i.e. **Tuesday 10 May 2022 at 0:00 am** (Paris time).

Provide evidence of your status of shareholder

IF YOUR SHARES ARE REGISTERED SHARES

Your shares must be recorded on the register (issuer-managed or bank-managed) no later than two trading days before the date of the Shareholders' Meeting at 0:00 am (Paris time), i.e. **Tuesday 10 May 2022 at 0:00 am**.

IF YOUR SHARES ARE BEARER SHARES

You must have a certificate of holding (certificate of ownership of your securities) established by the financial intermediary which manages your securities account. To be accepted, this certificate shall reflect the fact that you are shareholder on the second trading day before the Shareholders' Meeting at 0:00 am (Paris time), i.e. **Tuesday 10 May 2022 at 0:00 am**.

Options for participating in the meeting

Whether you are holder of registered or bearer shares, you have **four possibilities** to exercise your rights as shareholder:

- **Attend the Shareholders' Meeting personally:**
Get an admission card (see following pages) and then go to reception with your card and proof of identity.
- **Vote remotely by Internet or by post**
- **Give a proxy to the Chairman of the Shareholders' Meeting**
- **Give proxy to any other person**

EXERCISING YOUR RIGHTS BY INTERNET

You may exercise your rights via the internet until the day before the Shareholders' Meeting, i.e. **Wednesday 11 May 2022 at 3:00 pm** (Paris time).

FOR YOUR ISSUER-MANAGED REGISTERED SHARES

- Log onto the Planetshares website (<https://planetshares.bnpparibas.com>) using the ID number and password that you normally use to view your account.
- Click the "Take part in the vote" icon and follow the instructions; you will be directed to VOTACCESS to vote or give a proxy.

FOR YOUR BANK-MANAGED REGISTERED SHARES

- On your printed voting form enclosed with the present convening brochure, you will find your ID in the top right-hand. It will enable you to access the Planetshares website (<https://planetshares.bnpparibas.com>). If you do not have - or no longer have - your password for Planetshares, click the top right-hand on the "Forgotten or not received password" icon and follow the instructions.
- With the ID and password, click the "Take part in the vote" icon and follow the instructions. You will be directed to VOTACCESS to vote or give a proxy.

FOR YOUR BEARER SHARES

- If your financial intermediary offers you the VOTACCESS service: Log onto the "stock market" portal of your financial intermediary and follow the instructions in order to vote or give a proxy.

THE SECURE VOTING PLATFORM VOTACCESS

- Communications are encrypted to ensure voting confidentiality.
- The platform is available from **Friday 15 April 2022**, until **Wednesday 11 May 2022 at 3:00 pm** (Paris time).
- To avoid any congestion, it is recommended not to wait until the last day to use VOTACCESS.
- If you use VOTACCESS, you must not use the postal voting form.

EXERCISING YOUR RIGHTS BY POST

How to fill in the form?

YOU ARE A REGISTERED SHAREHOLDER (issuer or bank-managed)

Fill in, date and sign the enclosed form. Return it to BNP Paribas Securities Services using the post-paid "T" envelope provided.

YOU ARE A HOLDER OF BEARER SHARES

Ask your financial intermediary to send you the postal voting form. It must be filled in, dated, signed and returned to your financial intermediary, who will be responsible for sending it to BNP Paribas Securities Services and will enclose a certificate of holding with it.

To receive your admission card in order to attend the Meeting personally, tick box A.

To give a proxy to the Chairman of the Shareholders' Meeting, tick the box.

To give a proxy to another person, tick the box, provide the proxy's contact information and send the form to BNP Paribas Securities Services **by Monday 9 May 2022.**

To vote by post, tick the box.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, indiquer comme ceci B ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade boxes as indicated, date and sign at the bottom of the form

☐ **JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission / **I WISH TO ATTEND THE SHAREHOLDERS' MEETING** and request an admission card: date and sign at the bottom of the form

EDF
 Société anonyme au Capital de 1 619 338 374 €
 Siège social : 22-30, avenue de Wagram
 75008 PARIS - 552 081 317 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE DES ACTIONNAIRES
 convoquée pour le jeudi 12 mai 2022, à 10h00,
 Salle Pleyel
 252, rue du Faubourg Saint-Honoré, 75008 PARIS

COMBINED SHAREHOLDERS' MEETING
 to be held on Thursday 12 May 2022 at 10.00 a.m.,
 Salle Pleyel
 252, rue du Faubourg Saint-Honoré, 75008 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
 Nominatif / Registered
 Voix simple / Single vote
 Nombres d'actions / Number of shares
 Porteur / Bearer
 Voix double / Double vote
 Nombre de voix - Number of voting rights

☐ **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**
 Cf. au verso (2) - See reverse (2)
 Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration, ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci B. / I vote YES to all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this B, for which I vote No or I abstain.

Sur les projets de résolutions non agréés, je vote en notifiant la case correspondant à mon choix. / On the draft resolutions not approved, I cast my vote by shading the box of my choice.

☐ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
 Cf. au verso (3)
 I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

☐ **JE DONNE POUVOIR À :** Cf. au verso (4)
 pour me représenter à l'Assemblée / I HEREBY APPOINT: See reverse (4)
 to represent me at the above mentioned Meeting
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
 Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION : As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Non, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et/ou au Président de l'Assemblée Générale) / Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form. See reverse (5)
 Surname, first name, address of the shareholder

1 2 3 4 5 6 7 8 9 10
 Non / No
 Abs.
 11 12 13 14 15 16 17 18 19 20
 Non / No
 Abs.
 21 22 23 24 25 26 27 28 29 30
 Non / No
 Abs.
 31 32 33 34 35 36 37 38 39 40
 Non / No
 Abs.
 41 42 43 44 45 46 47 48 49 50
 Non / No
 Abs.

A
 Oui / Yes
 Non / No
 C
 Oui / Yes
 Non / No
 D
 Oui / Yes
 Non / No
 E
 Oui / Yes
 Non / No
 F
 Oui / Yes
 Non / No
 G
 Oui / Yes
 Non / No
 H
 Oui / Yes
 Non / No
 I
 Oui / Yes
 Non / No
 J
 Oui / Yes
 Non / No
 K
 Oui / Yes
 Non / No

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale en outre chose en cochant la case correspondante.
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box.
 Je donne pouvoir au Président de l'Assemblée Générale / I appoint the Chairman of the general meeting
 Je m'abstiens / I abstain from voting
 Je donne pouvoir (cf. au verso vers (4) M. Mme ou Mlle, Raison Sociale pour voter en mon nom
 I appoint the person (cf. M. Mrs or Miss, Corporate Name to vote on my behalf)

Une fois prise en considération, tout formulaire doit parvenir au plus tard:
 to be considered, this completed form must be returned no later than:
 sur 1^{re} convocation ou sur notification 9 mai 2022 / May 9th, 2022
 sur 2^e convocation ou 2nd notification

à la Banque / to the bank
 à la société / to the company

Date et Signature

* Si le formulaire est renvoyé daté et signé mais aucune case n'est cochée (sans admission) / vote par correspondance / pouvoir au président / pouvoir à mandataire, celui-ci vaut automatiquement pouvoir au Président de l'Assemblée Générale.
 If the form is returned dated and signed but no choice is checked (admission card / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting.

To be accepted, your form must reach BNP Paribas Securities Services **no later than Monday 9 May 2022.**

Whatever your choice, make sure to date and sign the form.

- If you have not received your admission card by post on Monday 9 May 2022:
 - > if you own registered shares, you can present yourself directly at the Shareholders' Meeting (with evidence of identity);
 - > if you own bearer shares, you must ask your financial intermediary for a certificate of holding and present it on the day of the Shareholders' Meeting, together with evidence of identity.

OPT FOR THE E-CONVOCATION OFFERED BY EDF



Registered shareholders, log in PLANETSHARES and subscribe now to receive your electronic invitation to the next Shareholders' Meeting!

REQUESTING INFORMATION

ASKING QUESTIONS

Each shareholder can send to the Board of Directors the written questions of their choice. The Board of Directors will reply during the Shareholders' Meeting or, in accordance with Article L. 225-108 of the French Commercial Code, the reply will be considered as having been given as soon as it appears on the Company's website in the section devoted to questions and answers, to be viewed at the address www.edf.fr/agm

Questions must be sent by registered letter with request for acknowledgement of receipt to the following address: EDF (Assemblée générale), 22-30 avenue de Wagram, 75382 Paris Cedex 08, France, or by e-mail to the following address questions@edf.fr, at the latest on the 4th working day before the date of the Shareholders' Meeting, i.e. Friday 6 May 2022.

In accordance with Article R. 225-84 of the French Commercial Code, in order to be accepted, it is essential that these questions be accompanied by a certificate of registration, either in the registered securities registers held by the Company, or in the registers of bearer securities held by an intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code.

REQUESTING DOCUMENTS RELATING TO THE SHAREHOLDERS' MEETING



To do your part for the environment

opt for the consultation or the download of documents on the internet website www.edf.fr/agm

Documents are available for consulting and downloading 21 days prior to the Shareholders' Meeting, i.e. Thursday 21 April 2022 on our website www.edf.fr/agm

However, if you wish to receive hard copies of these documents by postal mail, please return the form below completed and signed to:

BNP Paribas Securities Services
CTO Assemblées générales
Grands Moulins de Pantin
9 rue du Débarcadère
93761 Pantin Cedex
France

Shareholders' Meeting of 12 May 2022

I, the undersigned, Last name: _____ First name: _____

Company¹: _____

Address: _____

Zip code: _____ City: _____

Holder of: _____ registered shares and/or of: _____ bearer shares recorded at/held in an account at² _____

Hereby request the documents and information specified in Article R. 225-83 of the French Commercial Code relating to the Shareholders' Meeting convened on the Thursday 12 May 2022

☐ By e-mail at the following address: _____ ☐ By postal mail at the above address

Signed at _____, on _____ 2022. Signature _____

Note: we would also like to inform you that, in pursuance of Article R. 225-88 of the French Commercial Code, registered shareholders may, via simple request, ask the Company to send them the documents and information specified in Articles R. 225-81 and R. 225-83 on the occasion of each subsequent Shareholders' Meeting. This request should be addressed to BNP Paribas Securities Services - CTO Assemblées générales - Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex - France.

1. For legal entities: please mention the exact corporate name. 2. Precise details of the bank or the financial intermediary which manages your securities account

HOW TO CONTACT US

FOR ANY INFORMATION, PLEASE CONTACT THE SHAREHOLDERS' RELATIONS DIVISION

■ By phone From France:

0800 00 0800 Service & appel gratuits

(from Monday to Friday, 9am to 6pm,
free from a landline number)

From abroad: **+33 1 40 42 48 00**

■ By e-mail actionnaires@edf.fr

■ By post EDF - Relation actionnaires 22-30 avenue de Wagram 75382 Paris Cedex 08 - France

■ Website www.edf.fr/shareholders

■ Facebook Actionnaires EDF [@actionnairesedf](https://www.facebook.com/actionnairesedf)

PRACTICAL INFORMATION

By bus:

- Lines : Hoche Saint-Honoré station
- Line : Ternes station

By metro or RER:

- : Ternes station
- Lines : Charles de Gaulle-Étoile station, take Avenue Hoche exit or Avenue de Wagram exit

Car park access:

- Car park Hoche: opposite 18 avenue Hoche (P1)
 - Car park Étoile Wagram: 22 bis avenue de Wagram (P2)
- Car parks are open 24/7.



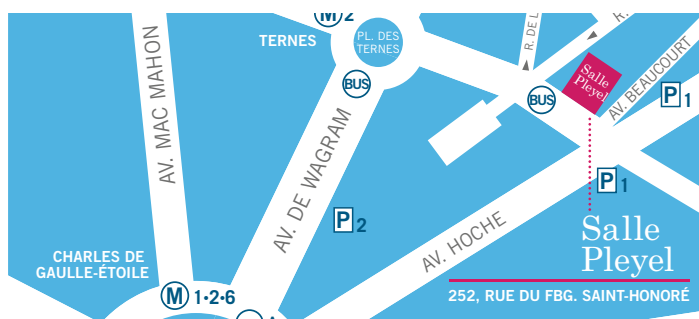
People with reduced mobility

People with reduced mobility are invited to enter by a dedicated access door. Hostesses may facilitate their registration and attendance at the debates.



Hearing impaired people

A dedicated area with sign language interpreters will be available.



ACCESS TO DOCUMENTATION

All documents relating to the Shareholders' Meeting can be consulted at the following web: www.edf.fr/agm



FOLLOW THE SHAREHOLDERS' MEETING IN ENGLISH

• Follow on line at*: www.edf.fr/agm-may2022

or

• Listen by phone:

From France:

+33 (0)1 70 70 07 81

Confirmation code: **8343248#**

From outside France:

+44 (0) 2071 928338

+1 646 741 31 67

Confirmation code: **8343248#**

* Unless this webcast is disrupted or made impossible due to technical reasons.



As part of the Vigipirate Plan - Heightened security - Risk of attack, you will be requested to prove your identity to security personnel on the day of the Shareholders' Meeting.

It is imperative that you have

- a form of identification AND
- your admission card, if you have requested it.

If possible, come without luggage or large bags. Luggage, backpacks and packages whose size exceeded 30x20x30 cm shall be put in the cloakroom.



EDF SA
22-30, avenue de Wagram
75382 Paris Cedex 08 - France
Capital of 1,868,467,354 euros
552 081 317 R.C.S Paris
www.edf.fr

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